

AMERICAN ELECTRIC POWER CO INC

Form 11-K

June 28, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO  
SECTION 15(d)  
OF THE SECURITIES EXCHANGE ACT OF  
1934

For the year ended December 31, 2012

OR

TRANSITION REPORT PURSUANT TO  
SECTION 15(d)  
OF THE SECURITIES EXCHANGE ACT OF  
1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

AMERICAN ELECTRIC POWER SYSTEM

RETIREMENT SAVINGS PLAN

(Full title of the plan)

AMERICAN ELECTRIC POWER COMPANY, INC.

1 Riverside Plaza, Columbus, Ohio 43215

(Name of issuer of the securities held  
pursuant to the plan and the address  
of its principal executive office)



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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Benefits Finance Committee has duly caused this annual report to be signed by the undersigned thereunto duly authorized.

By: /s/ Julia A. Sloat  
Julia A. Sloat, Secretary

Date: June 28, 2013

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Trustees and Participants of the American Electric Power System Retirement Savings Plan

We have audited the accompanying statements of net assets available for benefits of the American Electric Power System Retirement Savings Plan (the "Plan") as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2012 and 2011, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of (1) assets held as of December 31, 2012, (2) assets acquired and disposed of in 2012, (3) reportable transactions, and (4) nonexempt transaction, are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These schedules are the responsibility of the Plan's management. Such schedules have been subjected to the auditing procedures applied in our audit of the basic 2012 financial statements and, in our opinion, are fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

/s/ Deloitte & Touche LLP

Columbus, Ohio  
June 28, 2013

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN  
 STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS  
 December 31, 2012 and 2011

| ASSETS   | 2012                    | 2011                    |
|--|-------------------------|-------------------------|
| Investments at Fair Value:   |                         |                         |
| Participant Directed Investments   | \$ 3,268,509,701        | \$ 2,949,303,441        |
| Wrap Contracts   | -                       | 456,104                 |
| <b>TOTAL INVESTMENTS AT FAIR VALUE</b>   | <b>3,268,509,701</b>    | <b>2,949,759,545</b>    |
| Notes Receivable from Participants   | 79,060,932              | 74,987,631              |
| <b>TOTAL ASSETS</b>  | <b>3,347,570,633</b>    | <b>3,024,747,176</b>    |
| Adjustment from Fair Value to Contract Value for Fully Benefit Responsive Wrap Contracts | (17,178,669)            | (6,071,315)             |
| <b>NET ASSETS AVAILABLE FOR BENEFITS</b>   | <b>\$ 3,330,391,964</b> | <b>\$ 3,018,675,861</b> |

See Notes to Financial Statements.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN  
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS  
For the Years Ended December 31, 2012 and 2011

|  | 2012                    | 2011                    |
|--|-------------------------|-------------------------|
| <b>INVESTMENT INCOME</b>                                     |                         |                         |
| Net Appreciation in Fair Value of Investments                | \$ 255,472,235          | \$ 17,822,948           |
| Interest   | 11,457,388              | 9,625,575               |
| Dividends  | 33,392,767              | 18,442,370              |
| Total Investment Income                                      | 300,322,390             | 45,890,893              |
| <b>CONTRIBUTIONS</b>   |                         |                         |
| Participants   | 147,216,242             | 142,067,219             |
| Employer   | 65,123,578              | 63,376,474              |
| Total Contributions  | 212,339,820             | 205,443,693             |
| <b>DISTRIBUTIONS TO PARTICIPANTS</b>                         | <b>(198,027,366)</b>    | <b>(227,643,846)</b>    |
| <b>ADMINISTRATIVE AND MANAGEMENT FEES</b>                    |                         |                         |
| Professional Fees  | (697,438)               | (737,977)               |
| Investment Advisory and Management Fees                      | (5,339,996)             | (5,313,267)             |
| Other Fees   | (482,541)               | (532,758)               |
| Total Administrative and Management Fees                     | (6,519,975)             | (6,584,002)             |
| <b>INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS</b> | <b>3,449,226</b>        | <b>3,508,423</b>        |
| <b>TRANSFERS INTO PLAN</b>                                   | <b>152,008</b>          | <b>-</b>                |
| <b>INCREASE IN NET ASSETS</b>                                | <b>311,716,103</b>      | <b>20,615,161</b>       |
| <b>NET ASSETS AVAILABLE FOR BENEFITS BEGINNING OF YEAR</b>   | <b>3,018,675,861</b>    | <b>2,998,060,700</b>    |
| <b>NET ASSETS AVAILABLE FOR BENEFITS END OF YEAR</b>         | <b>\$ 3,330,391,964</b> | <b>\$ 3,018,675,861</b> |

See Notes to Financial Statements.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

For the Years Ended December 31, 2012 and 2011

1. PLAN DESCRIPTION

The following description of the American Electric Power System Retirement Savings Plan (Plan) is provided for general information purposes only. Participants should refer to the Plan documents for a more complete description of the Plan's information.

General

The Plan is a defined contribution plan that became effective and commenced operations on January 1, 1978. The Plan covers eligible regularly-scheduled full-time and part-time employees of the participating subsidiaries of American Electric Power Company, Inc. (AEP or the Company). American Electric Power Service Corporation (AEPSC) is the plan administrator (Plan Administrator) and plan sponsor (Plan Sponsor). AEPSC is a wholly-owned subsidiary of AEP. JPMorgan Chase Bank N.A. is the custodian and trustee and JPMorgan Retirement Plan Services LLC is the record keeper with respect to the Plan, collectively (JPMorgan or the Trustee).

Contributions

Newly eligible employees are automatically enrolled in the Plan with a 3% pretax deferral. Employees may opt out of the automatic enrollment or revise their elections within a reasonable period of time after they are notified of their right not to have such pretax deferrals made on their behalf (or to have such pretax deferrals made at a different percentage) and how their account will be invested in the absence of their making an investment election. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Generally, eligible employees participating in the Plan may make contributions (pretax, after-tax or Roth 401(k) contributions) in 1% increments up to 50% of their eligible pay (within Internal Revenue Service (IRS) limits). Participants who are age 50 and older are able to contribute additional pretax or Roth 401(k) amounts as catch-up contributions. The catch-up contribution limit was \$5,500 for both 2012 and 2011. The Company contributes to the Plan, on behalf of each participant, an amount equal to 100% of the participant's contributions up to 1% of the participant's eligible compensation for each payroll period, plus 70% of the participant's contributions for the next 5% of the participant's eligible compensation for each payroll period, subject to certain limitations. All contributions are deposited in the American Electric Power System Retirement Savings Plan Trust after each pay period. The Plan, in a manner consistent with the requirements under section 401 of the Internal Revenue Code (IRC), restricts the amount that certain participants who are deemed highly compensated may contribute to the Plan, provided that it is AEPSC's intent that the Plan include a "qualified automatic contribution arrangement" (as defined in Section 401(k)(13) of the IRC) effective January 1, 2009, such that only the after-tax contributions made by such highly compensated participants may be subject to such restrictions.

On November 1, 2012, assets of \$152,008 were transferred into the Plan in connection with the merger of the terminated AEP Ohio Coal, LLC, Employee Savings Plan into the Plan. The merger of the plans was necessary under applicable tax regulations that preclude the distribution of amounts from a terminated plan to participants who have not consented to such a distribution to the extent a related employer maintains another individual account retirement plan to which such amounts may be transferred.

Investments



The investment options offered by the Plan are a series of separately managed accounts, interests in commingled and collective trusts, the AEP Stock Fund and self-directed mutual fund brokerage accounts. Affiliates of JPMorgan provide custody, trustee, recordkeeping and other services with regard to investments.

#### Participant Loans

Participants may borrow from their savings plan accounts a minimum of \$1,000 but no more than the lesser of \$50,000 or 50% of their account balance. Loan terms range from 12 months to 60 months (or up to 180 months for

certain residential loans), or any monthly increment in-between. Interest rates, fixed for the life of the loan, are calculated by adding 1% to the prime rate, as reported in the Wall Street Journal. For loans taken before July 1, 2006, the interest rate was in effect as of the first business day of the calendar quarter in which the loan was taken. For loans taken after July 1, 2006, the interest rate is in effect as of the first business day of the calendar month in which the loan is taken. Active employees repay principal and interest payments through payroll deductions.

Participant loans and the accrued interest are collateralized by the account balance, and upon default, the outstanding balance is subject to income taxes and possible tax penalty.

#### Participant Accounts

Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contributions, the Company's matching contributions and investment earnings and losses and charged with benefit payments and allocations of Plan expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Participants may transfer the value of their cumulative contributions, in any whole percentage or dollar amount, among investments, and change their investment elections on a daily basis. Participants may change their payroll contribution elections coinciding with the Company's payroll periods.

#### Vesting and Distribution

Participants are immediately vested in their pretax, after-tax, Roth 401(k) and the Company matching contributions, including earnings thereon. Excluding participants' pretax and Roth 401(k) contributions and post-2008 Company matching contributions, all participants may make an unlimited number of withdrawals of their interest in the Plan, including their pre-2009 Company matching contributions. Pretax and Roth 401(k) contributions are eligible for withdrawal by participants only after age 59-1/2, or earlier upon hardship (as defined by the Plan) or following termination of employment. Post-2008 Company matching contributions are eligible for withdrawal by participants only after age 59-1/2, or earlier following earlier termination of employment, but not upon hardship.

The AEP Stock Fund, a Plan investment option, is an Employee Stock Ownership Plan. As a result, participants can elect to have dividends generated from their AEP Stock Fund holdings paid out in cash, rather than automatically reinvested in the fund. The dividend payouts are made periodically (at least annually) and are treated as ordinary income to the participants for tax purposes.

## 2. ACCOUNTING POLICIES

#### Basis of Accounting

The accompanying financial statements are prepared on an accrual basis of accounting, in conformity with accounting principles generally accepted in the United States of America (GAAP).

#### Investment Valuation and Income Recognition

Participants direct the investment of their contributions into various investment options offered by the Plan. Investments are reported in the Statements of Net Assets Available for Benefits at fair value while benefit responsive investment contracts are reported at fair value with an adjustment to contract value. Fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Purchases and sales of securities have been recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. These amounts are reinvested by the Trustee in the funds that generated such income with the exception of the AEP Stock Fund, which pays or reinvests dividends at the direction of each participant.

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#### Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are not recorded as distributions until actually distributed based on the terms of the Plan document.

#### Administrative Expenses and Management Fees

Administrative and Management Fees incurred relating to JPMorgan during 2012 and 2011 totaled \$2,529,547 and \$2,998,142, respectively. The Plan directly pays for administrative, recordkeeping and management fees.

#### Distributions to Participants

Benefits are recorded when paid. There were no material amounts of distributions due to participants who requested distributions from the Plan as of December 31, 2012 and 2011.

#### Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein and disclosure of contingent assets. Actual results could differ from the estimates.

#### Fair Value Measurements of Assets

The accounting guidance for "Fair Value Measurements and Disclosures" establishes a hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to securities with unadjusted quoted prices in active markets for identical assets (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). AEP's internal staff independently monitors our valuation policies and procedures and provides members of the Benefits Finance Committee (BFC) various monthly and quarterly reports, regarding compliance with policies and procedures. The BFC consists of our Chief Financial Officer, Treasurer, Chief Administrative Officer, Chief Risk Officer, and EVP General Counsel.

The Plan utilizes its trustee's external pricing service to estimate the fair value of the underlying investments held in the Plan. The Plan's investment managers review and validate the prices utilized by the trustee to determine fair value. The Company performs its own valuation testing to verify the fair values of the securities. The Company receives audit reports of the trustee's operating controls and valuation processes. The trustee uses multiple pricing vendors for the assets held in the trust.

Assets in the Plan are classified using the following methods. Equities are classified as Level 1 holdings if they are actively traded on exchanges. Items classified as Level 1 are investments in money market funds, fixed income and equity mutual funds and domestic equity securities. They are valued based on observable inputs primarily unadjusted quoted prices in active markets for identical assets. Items classified as Level 2 are primarily investments in individual fixed income securities and cash equivalents funds. Fixed income securities do not trade on an exchange and do not have an official closing price but their valuation inputs are based on observable market data. Pricing vendors calculate bond valuations using financial models and matrices. The models use observable inputs including yields on benchmark securities, quotes by securities brokers, rating agency actions, discounts or premiums on securities compared to par prices, changes in yields for U.S. Treasury securities, corporate actions by bond issuers, prepayment schedules and histories, economic events and, for certain securities, adjustments to yields to reflect changes in the rate of inflation. Cash equivalent funds are held to provide liquidity and meet short term cash needs. The underlying

holdings in the cash funds consist of commercial paper, certificates of deposit, treasury bills, and other short-term debt securities. Short-term debt securities are valued based on observable market data by the trust banks pricing vendor. Other securities with model-derived valuation inputs that are observable are also classified as Level 2 investments. Investments with unobservable valuation inputs are classified as Level 3 investments. Plan assets included in Level 3 are primarily real estate and private equity investments that are valued using methods requiring judgment, including appraisals.

Equities and Registered Investment Companies are valued based on observable inputs, primarily unadjusted quoted prices in active markets for identical assets.

#### Investment Descriptions

Common Collective Trusts and the Managed Income Fund are valued at the net asset value per share (NAV). The basis of the reported NAV is the total fair value of all underlying holdings less expenses and liabilities. The value of each unit is determined by dividing the net asset value of the fund by the number of applicable units outstanding on the valuation date. These investments are categorized as Level 2 if they can be redeemed at the NAV price. The JPMorgan Strategic Property Fund has been categorized as a Level 3 investment since the underlying holdings are diversified real estate assets that are difficult to value and rely on unobservable inputs to measure fair value. JPMorgan Emerging Markets Fund is classified as Level 3. The majority of the holdings in the JPMorgan Emerging Markets Fund are equity securities traded on foreign stock exchanges in emerging nations that have limited liquidity.

#### JPMorgan Liquidity Fund

The objective of this fund is to provide liquidity and meet short-term cash needs while preserving principal. The underlying holdings in the fund are investment grade money market instruments including commercial paper, certificates of deposit, treasury bills and other types of investment grade short-term debt securities. The fund is valued each business day.

#### JPMorgan US Treasury Plus Money Market Fund

The objective of this fund is to provide liquidity and meet short-term cash needs while preserving principal. The underlying holdings in the fund include U.S. Treasury obligations, including Treasury bills, bonds and notes and other obligations issued or guaranteed by the U.S. Treasury, and repurchase agreements fully collateralized by U.S. Treasury securities.

#### Mellon Capital Small Cap Stock Index Fund

The objective of this fund is to track the performance of the Russell 2000 Index. The underlying equity holdings of this fund are actively traded on major domestic stock exchanges and have readily available market quotes.

#### Mellon Capital Stock Index Fund

The objective of this fund is to track the performance of the S&P 500 Index. The underlying equity holdings of this fund are actively traded on major domestic stock exchanges and have readily available market quotes.

#### Mellon Capital International Stock Index Fund

The objective of this fund is to track the performance of the MSCI Europe, Australia, and Far East (MSCI EAFE) Index. The underlying equity holdings of this fund are actively traded on the major non-U.S. stock exchanges and have readily available market quotes.

#### JPMorgan US Real Estate Securities Fund

The objective of this fund is to exceed the performance of the MSCI Real Estate Investment Trust (MSCI U.S. REIT) Index. The underlying real estate investment trust equity holdings of this fund are actively traded on the major

domestic stock exchanges and have readily available market quotes.

Mellon Capital Aggregate Bond Index Fund

The objective of this fund is to track the performance of the Barclay's Capital U.S. Aggregate Bond Index. Fixed income securities do not trade on an exchange and do not have an official closing price.

#### Mellon Capital Treasury Inflation-Protected Securities Fund

The objective of this fund is to track the performance of the Barclays Capital U.S. Treasury Inflation-Protected Securities Index. Treasury Inflation-Protected Securities are backed by the U.S. government and protect investors from the effects of inflation. The securities are not actively traded on exchanges and do not have an official closing price.

#### JPMorgan Strategic Property Fund

The objective of this fund is to exceed the performance of the National Council of Real Estate Investment Fiduciaries (NCREIF) Property Index. The underlying holdings in the fund are diversified real estate assets. This diversified fund consists of multiple properties and no single asset, tenant or location has undue influence over the fund's value or performance. The fund's diversified holdings help mitigate the risk of default and concentration risk.

#### JPMorgan Emerging Markets Fund

The objective of this fund is to exceed the performance of the MSCI Emerging Markets (MSCI EM) Free Index. The majority of the underlying holdings of this fund are traded on foreign stock exchanges in emerging markets. The securities in these economies are typically less efficient and less liquid than those in developed markets.

#### Metlife Separate Account No. 690

The objective of the fund is to exceed the performance of the Barclays Capital 1-3 year Government/Credit Index. The fund seeks to preserve principal and an above average level of income with the goal of minimizing overall portfolio risk. Fixed income securities do not trade on an exchange and do not have an official closing price.

#### Wells Fargo Fixed Income Fund N

The objective of the fund is to exceed the performance of the Barclays Capital Intermediate Government/Credit Index. The fund seeks to preserve principal and an above average level of income with the goal of minimizing overall portfolio risk. Fixed income securities do not trade on an exchange and do not have an official closing price.

### 3. PLAN TERMINATION

Although it has not expressed any intent to do so, AEPSC has the right to take such actions as will allow contributions to the Plan to be discontinued at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants remain 100 percent vested in their accounts.

### 4. INVESTMENT CONTRACTS

The Managed Income Fund provides a stable value investment option that includes fully benefit-responsive wrap contracts which assure the book value of investments for plan participants. The fund's underlying assets, which are held in a trust, utilize wrap contracts issued by four financial institutions as of December 31, 2012 and 2011. The contracts provide that participants execute plan transactions at contract value. Contract value represents contributions made to the fund, plus credited interest, less participant withdrawals, without regard to changes in the fair value of the investments and securities underlying the fund. The rates for crediting interest are reset periodically based on market rates of other similar investments, the current yield of the underlying investments and the spread between the market value and contract value. The interest crediting rate cannot be less than 0%. Certain events initiated by the Plan Sponsor, such as plan termination or a plan merger, would limit the ability of the Plan to administer participant-level



transactions at contract value or may allow for the termination of the wrap contract at market value, rather than contract value. In April 2012, AEP initiated a process to identify employee repositioning opportunities and efficiencies. The process resulted in the redeployment of employees and involuntary severances. The most intensive part of this process was completed in early 2013, although additional review and steps continue.

This process is not expected to have a material impact on the Managed Income Fund. The Plan sponsor does not believe that any events that may limit the ability of the plan to transact at contract value are probable as of December 31, 2012 or the date these financial statements are issued. During the year ended December 31, 2012, the average yield based on underlying earnings and the average yield based on interest credited to participants were 0.83% and 1.49%, respectively. During the year ended December 31, 2011, the average yield based on underlying earnings and the average yield based on interest credited to participants were 1.50% and 1.71%, respectively.

#### 5. INVESTMENTS EXCEEDING FIVE PERCENT OF THE PLAN'S NET ASSETS

Investments exceeding five percent of the Plan's net assets as of December 31, 2012 and 2011 were as follows:

|  | December 31,   |                |
|--|----------------|----------------|
|  | 2012           | 2011           |
| American Electric Power Company, Inc. Common Stock | \$ 282,978,430 | \$ 285,559,258 |
| Mellon Capital Aggregate Bond Index Fund           | 464,002,734    | 371,262,961    |
| Mellon Capital Stock Index Fund                    | 481,200,145    | 423,823,169    |
| Mellon Capital International Stock Index Fund      | 305,480,758    | 260,688,324    |

#### 6. NET APPRECIATION OF INVESTMENTS

During 2012 and 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

|  | Years Ended December 31, |               |
|--|--------------------------|---------------|
|  | 2012                     | 2011          |
| American Electric Power Company, Inc. Common Stock | \$ 9,617,491             | \$ 39,332,060 |
| Common/Collective Trusts                           | 165,034,728              | 681,279       |
| Corporate Stock                                    | 70,090,069               | (14,985,551)  |
| Fixed Income Securities                            | 964,770                  | 2,128,176     |
| Registered Investment Companies                    | 9,765,177                | (9,333,016)   |
| Net Appreciation in Fair Value of Investments      | \$ 255,472,235           | \$ 17,822,948 |

#### 7. PARTY-IN-INTEREST TRANSACTIONS

Certain transactions involving the Plan and its assets involved parties in interest with respect to the Plan, but those transactions were not prohibited transactions under ERISA because of the applicability of one or more exemptions. The exempt party-in-interest transactions involving the Plan included the following: JPMorgan Chase Bank, N.A. has been acting as trustee and custodian under the Plan, while its affiliates have been acting as (a) investment manager for a number of the Plan's investment options, (b) the Plan's record keeper and (c) investment advisor or investment manager for a number of plan participants with respect to the amounts held in their Plan accounts.

As of December 31, 2012 and 2011, the Plan held 6,630,235 and 6,912,594 shares, respectively, of common stock of American Electric Power Company, Inc., the Plan Sponsor, with a cost basis of \$234,634,292 and \$240,862,421, respectively. During the years ended December 31, 2012 and 2011, the Plan recorded dividend income of \$13,252,757 and \$13,695,209, respectively, related to its investment in that common stock.

The Plan entered into a non-exempt prohibited transaction when it issued a \$21,000 loan to a participant, who, as an employee of the Company, was a party-in-interest with respect to the Plan. An exemption under ERISA 408(b)(1) requires that the loan be made in accordance with specific plan provisions, but the \$21,000 loan was issued on April 9,

2008, when the participant's highest outstanding loan balance in the preceding 12 months was approximately \$32,500. In the aggregate, these two loan balances exceeded the \$50,000 limit imposed under the terms of the Plan by \$3,500. The Company undertook steps to remediate the prohibited transaction as relates to the participant, but had not completed the steps to fully remediate the prohibited transaction with the interested government agencies by December 31, 2012. Because the participant is not a "disqualified person" for purposes of Section 4975 of the IRC, 5330 is not required in connection with this transaction.

## 8. FAIR VALUE MEASUREMENTS

For a discussion of fair value accounting and the classification of assets within the fair value hierarchy, see the “Fair Value Measurements of Assets” section of Note 2.

Plan Assets within the Fair Value Hierarchy as of December 31, 2012

|   | Level 1        | Level 2       | Level 3    | Total          |
|---|----------------|---------------|------------|----------------|
| <b>Equities</b>   |                |               |            |                |
| Corporate Stocks  | \$ 494,382,946 | \$ -          | \$ -       | \$ 494,382,946 |
| AEP Stock   | 282,978,430    | -             | -          | 282,978,430    |
| Subtotal Equities   | 777,361,376    | -             | -          | 777,361,376    |
| <b>Fixed Income</b>   |                |               |            |                |
| Government Bonds  | -              | 105,989,433   | -          | 105,989,433    |
| Corporate Debt Securities                                   | -              | 159,049,975   | -          | 159,049,975    |
| Mortgage Backed Securities                                  | -              | 204,001,237   | -          | 204,001,237    |
| Subtotal Fixed Income                                       | -              | 469,040,645   | -          | 469,040,645    |
| <b>Common/Collective Trusts</b>                             |                |               |            |                |
| JPMorgan Liquidity Fund                                     | -              | 14,005,564    | -          | 14,005,564     |
| JPMorgan US Treasury Plus Money Market Fund                 | -              | 109,448,923   | -          | 109,448,923    |
| Mellon Capital Small Cap Stock Index Fund                   | -              | 163,278,652   | -          | 163,278,652    |
| Mellon Capital Stock Index Fund                             | -              | 481,200,145   | -          | 481,200,145    |
| Mellon Capital International Stock Index Fund               | -              | 305,480,758   | -          | 305,480,758    |
| JPMorgan US Real Estate Securities Fund                     | -              | 17,816,967    | -          | 17,816,967     |
| Mellon Capital Aggregate Bond Index Fund                    | -              | 464,002,734   | -          | 464,002,734    |
| Mellon Capital Treasury Inflation-Protected Securities Fund | -              | 14,704,660    | -          | 14,704,660     |
| Metlife Separate Account No. 690                            | -              | 150,986,394   | -          | 150,986,394    |
| Wells Fargo Fixed Income Fund N                             | -              | 125,425,281   | -          | 125,425,281    |
| JPMorgan Strategic Property Fund                            | -              | -             | 31,791,671 | 31,791,671     |
| JPMorgan Emerging Markets Fund                              | -              | -             | 18,068,713 | 18,068,713     |
| Subtotal Common/Collective Trusts                           | -              | 1,846,350,078 | 49,860,384 | 1,896,210,462  |
| Registered Investment Companies                             | 109,253,314    | -             | -          | 109,253,314    |

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|  |                |                  |               |                  |
|--|----------------|------------------|---------------|------------------|
| Cash Equivalents                                     | -              | 19,864,466       | -             | 19,864,466       |
| Accrued Items and<br>Unsettled Trades                | 545,362        | (3,765,924)      | -             | (3,220,562)      |
| Total Assets Reflecting<br>Investments at Fair Value | \$ 887,160,052 | \$ 2,331,489,265 | \$ 49,860,384 | \$ 3,268,509,701 |

## Plan Assets within the Fair Value Hierarchy as of December 31, 2011

|   | Level 1               | Level 2                 | Level 3              | Total                   |
|---|-----------------------|-------------------------|----------------------|-------------------------|
| <b>Equities</b>   |                       |                         |                      |                         |
| Corporate Stocks  | \$ 442,805,802        | \$ -                    | \$ -                 | \$ 442,805,802          |
| AEP Stock   | 285,559,258           | -                       | -                    | 285,559,258             |
| Subtotal Equities   | 728,365,060           | -                       | -                    | 728,365,060             |
| <b>Fixed Income</b>   |                       |                         |                      |                         |
| Government Bonds  | -                     | 165,171,072             | -                    | 165,171,072             |
| Corporate Debt Securities                                   | -                     | 174,701,942             | -                    | 174,701,942             |
| Mortgage Backed Securities                                  | -                     | 406,542,746             | -                    | 406,542,746             |
| Subtotal Fixed Income                                       | -                     | 746,415,760             | -                    | 746,415,760             |
| <b>Common/Collective Trusts</b>                             |                       |                         |                      |                         |
| JPMorgan Liquidity Fund                                     | -                     | 142,411,611             | -                    | 142,411,611             |
| Mellon Capital Small Cap Stock Index Fund                   | -                     | 146,226,734             | -                    | 146,226,734             |
| Mellon Capital Stock Index Fund                             | -                     | 423,823,169             | -                    | 423,823,169             |
| Mellon Capital International Stock Index Fund               | -                     | 260,688,324             | -                    | 260,688,324             |
| JPMorgan US Real Estate Securities Fund                     | -                     | 12,741,862              | -                    | 12,741,862              |
| Mellon Capital Aggregate Bond Index Fund                    | -                     | 371,262,961             | -                    | 371,262,961             |
| Mellon Capital Treasury Inflation-Protected Securities Fund | -                     | 8,878,231               | -                    | 8,878,231               |
| JPMorgan Strategic Property Fund                            | -                     | -                       | 34,096,695           | 34,096,695              |
| JPMorgan Emerging Markets Fund                              | -                     | -                       | 15,195,847           | 15,195,847              |
| Subtotal Common/Collective Trusts                           | -                     | 1,366,032,892           | 49,292,542           | 1,415,325,434           |
| <b>Registered Investment Companies</b>                      |                       |                         |                      |                         |
| Cash Equivalents  | 94,923,728            | -                       | -                    | 94,923,728              |
| Wrap Contracts  | -                     | -                       | 456,104              | 456,104                 |
| Accrued Items and Unsettled Trades                          | 593,548               | (58,195,536)            | -                    | (57,601,988)            |
| <b>Total Assets Reflecting Investments at Fair Value</b>    | <b>\$ 823,882,336</b> | <b>\$ 2,076,128,563</b> | <b>\$ 49,748,646</b> | <b>\$ 2,949,759,545</b> |



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The following tables set forth a summary of the Plan's investments with a reported Net Asset Value as of December 31, 2012 and 2011:

Fair Value Estimated Using Net Asset Value per Share as of December 31, 2012

|   | Fair Value       | Redemption Frequency<br>(If currently eligible) | Redemption Notice Period |
|---|------------------|---|--------------------------|
| JPMorgan Liquidity Fund                                     | \$ 14,005,564    | Daily   | 1 Day                    |
| JPMorgan US Treasury Plus Money Market Fund                 | 109,448,923      | Daily   | Trade Date + 0           |
| Mellon Capital Small Cap Stock Index Fund                   | 163,278,652      | Daily   | Trade Date + 1           |
| Mellon Capital Stock Index Fund                             | 481,200,145      | Daily   | Trade Date + 1           |
| Mellon Capital International Stock Index Fund               | 305,480,758      | Daily   | Trade Date + 1           |
| JPMorgan US Real Estate Securities Fund                     | 17,816,967       | Daily   | 1 Day                    |
| Mellon Capital Aggregate Bond Index Fund                    | 464,002,734      | Daily   | Trade Date + 1           |
| Mellon Capital Treasury Inflation-Protected Securities Fund | 14,704,660       | Daily   | Trade Date + 1           |
| JPMorgan Strategic Property Fund                            | 31,791,671       | Quarterly                                       | 45 Days                  |
| JPMorgan Emerging Markets Fund                              | 18,068,713       | Daily   | 1 Day                    |
| Metlife Separate Account No. 690                            | 150,986,394      | Monthly   | 1 Month                  |
| Wells Fargo Fixed Income Fund N                             | 125,425,281      | Monthly   | 1 Month                  |
| Total Assets  | \$ 1,896,210,462 |   |                          |

Fair Value Estimated Using Net Asset Value per Share as of December 31, 2011

|   | Fair Value     | Redemption Frequency<br>(If currently eligible) | Redemption Notice Period |
|---|----------------|---|--------------------------|
| JPMorgan Liquidity Fund                       | \$ 142,411,611 | Daily   | 1 Day                    |
| Mellon Capital Small Cap Stock Index Fund     | 146,226,734    | Daily   | Trade Date + 1           |
| Mellon Capital Stock Index Fund               | 423,823,169    | Daily   | Trade Date + 1           |
| Mellon Capital International Stock Index Fund | 260,688,324    | Daily   | Trade Date + 1           |
| JPMorgan US Real Estate Securities Fund       | 12,741,862     | Daily   | 1 Day                    |
| Mellon Capital Aggregate Bond Index Fund      | 371,262,961    | Daily   | Trade Date + 1           |



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|                                     |    |               |                      |
|-------------------------------------|----|---------------|----------------------|
| Mellon Capital Treasury             |    |               |                      |
| Inflation-Protected Securities Fund |    | 8,878,231     | Daily Trade Date + 1 |
| JPMorgan Strategic Property Fund    |    | 34,096,695    | Quarterly 45 Days    |
| JPMorgan Emerging Markets Fund      |    | 15,195,847    | Daily 1 Day          |
| Total Assets                        | \$ | 1,415,325,434 |                      |

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There have been no transfers between Level 1, Level 2, and Level 3 during the years ended December 31, 2012 and 2011.

The following tables set forth a reconciliation of changes in the fair value of investments classified as Level 3 in the fair value hierarchy.

Changes in Fair Value Measurements for the Year Ended December 31, 2012

|                                 | JPMorgan<br>Strategic<br>Property<br>Fund | JPMorgan<br>Emerging<br>Markets<br>Fund | Wrap<br>Contracts | Total       |
|---------------------------------|---|---|-------------------|-------------|
| Balance at<br>Beginning of Year | \$ 34,096,695                             | \$ 15,195,847                           | \$ 456,104        | \$9,748,646 |
| Realized Gains<br>(Losses)      | (1,030,618)                               | 520,253                                 | (456,104)         | (966,469)   |
| Unrealized Gains<br>(Losses)    | (6,980,456)                               | 2,274,613                               | -                 | (4,705,843) |
| Purchases                       | (1,513,950)                               | (1,825,000)                             | -                 | (3,338,950) |
| Sales                           | 7,220,000                                 | 1,903,000                               | -                 | 9,123,000   |
| Issuances                       | -   | -                                       | -                 | -           |
| Settlements                     | -   | -                                       | -                 | -           |
| Balance at End of<br>Year       | \$ 31,791,671                             | \$ 18,068,713                           | \$ -              | \$9,860,384 |

Changes in Fair Value Measurements for the Year Ended December 31, 2011

|                                 | JPMorgan<br>Strategic<br>Property<br>Fund | JPMorgan<br>Emerging<br>Markets<br>Fund | Wrap<br>Contracts | Total       |
|---------------------------------|---|---|-------------------|-------------|
| Balance at<br>Beginning of Year | \$ 29,191,929                             | \$ 14,787,949                           | \$ 914,421        | \$4,894,299 |
| Realized Gains                  | -   | 133,801                                 | -                 | 133,801     |
| Unrealized Gains<br>(Losses)    | 5,119,766                                 | 3,313,297                               | (458,317)         | 7,974,746   |
| Purchases                       | (215,000)                                 | (3,504,200)                             | -                 | (3,719,200) |
| Sales                           | -   | 465,000                                 | -                 | 465,000     |
| Issuances                       | -   | -                                       | -                 | -           |
| Settlements                     | -   | -                                       | -                 | -           |
| Balance at End of<br>Year       | \$ 34,096,695                             | \$ 15,195,847                           | \$ 456,104        | \$9,748,646 |

9. RISK AND UNCERTAINTIES

The Plan utilizes various investment instruments, including common stock, bonds, commingled funds and investment contracts. Investment securities are exposed to various risks, such as interest rate, credit and market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the financial statements.

## 10. FEDERAL INCOME TAX

The IRS has determined that the Plan meets the requirements of Section 401(a) of the IRC and recognizes the exempt status of the Plan's trust pursuant to Section 501(a) of the IRC.

The Plan has been amended subsequent to the issuance of the most recent IRS determination letter and the Plan Sponsor submitted an application to the IRS on January 30, 2012, for an updated determination letter that will take into account those additional amendments. Plan management believes that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC and that the Plan's trust continues to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and to recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions. However, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2009.

## 11. RECONCILIATION OF FINANCIAL STATEMENTS TO THE FORM 5500

Due to changes in the IRS Form 5500 filing requirements, the income statement in Schedule H, Part II, is now required to separately report certain deemed distributions of participant loans, whether or not those loans may otherwise remain collectible and would still be (and are) reflected as assets on the accompanying financial statements, which are prepared on the accrual basis of accounting. Because loans deemed distributed are no longer to be carried as assets of the Plan unless and until the participant actually undertakes the repayment, amounts reported on Schedule H as Participant Loans as of the beginning and ending of the year were adjusted so that prospectively the amounts reported on Schedule H, Part I, Line 1c(8), columns (a) and (b) are in conformity with the Form 5500 filing requirements, but differ from those reported in the accompanying financial statements.

|  | January 1,    |               |
|--|---------------|---------------|
| Participant Loans – Schedule H, Part I, Line 1c(8), Column (a) | 2012          | 2011          |
| Beginning Balance per Financial Statements                     | \$ 74,987,631 | \$ 70,565,226 |
| Less: Loans Deemed Distributed with No Post-Default Payments   | (1,695,638)   | (1,474,224)   |
| Balance Reported on Form 5500                                  | \$ 73,291,993 | \$ 69,091,002 |

|   | December 31,  |               |
|---|---------------|---------------|
| Participant Loans – Schedule H, Part I, Line 1c(8), Column (b)                              | 2012          | 2011          |
| Ending Balance per Financial Statements   | \$ 79,060,932 | \$ 74,987,631 |
| Less: Assets and Activity Related to Loans Deemed Distributed with No Post-Default Payments | (2,053,161)   | (1,695,638)   |
| Balance Reported on Form 5500   | \$ 77,007,771 | \$ 73,291,993 |

As a result of the changes to Form 5500, beginning and ending Net Assets Available for Benefits as well as Increase (Decrease) in Net Assets will differ between reported amounts on the Financial Statements and Form 5500 as follows:

|  | January 1,       |                  |
|--|------------------|------------------|
| Net Assets – Schedule H, Part I, Line 11, Column (a)         | 2012             | 2011             |
| Beginning Balance per Financial Statements                   | \$ 3,018,675,861 | \$ 2,998,060,700 |
| Less: Adjustment from Contract Value to Fair Value           | 6,071,315        | (8,599,095)      |
| Less: Loans Deemed Distributed with No Post-Default Payments | (1,695,638)      | (1,474,224)      |
| Beginning Balance Reported on Form 5500                      | \$ 3,023,051,538 | \$ 2,987,987,381 |

|   | December 31,     |                  |
|---|------------------|------------------|
| Net Assets – Schedule H, Part I, Line 11, Column (b)  | 2012             | 2011             |
| Ending Balance per Financial Statements   | \$ 3,330,391,964 | \$ 3,018,675,861 |
| Less: Adjustment from Contract Value to Fair Value  | 17,178,669       | 6,071,315        |
| Less: Assets and Activity Related to Loans Deemed Distributed with No Post-Default Payments | (2,053,161)      | (1,695,638)      |
| Balance Reported on Form 5500   | \$ 3,345,517,472 | \$ 3,023,051,538 |

|   | December 31,   |               |
|---|----------------|---------------|
| Increase in Net Assets – Schedule H, Part II, Line 2k | 2012           | 2011          |
| Per Financial Statements                              | \$ 311,716,103 | \$ 20,615,161 |
| Less: Adjustment from Contract Value to Fair Value    | 11,107,354     | 14,670,410    |
| Less: Loans Deemed Distributed                        | (357,523)      | (221,414)     |
| Reported on Form 5500                                 | \$ 322,465,934 | \$ 35,064,157 |

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN  
 PLAN #002 EIN #13-4922641  
 SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
 DECEMBER 31, 2012

## INVESTMENT CONTRACTS:

Stable Value Wrap

Prudential Insurance Company of  
America, 1.57%variable annual yield (1.57% at  
December 31, 2012)

with an indeterminate maturity date

\$

-

Stable Value Wrap

Met Life Inc.

variable annual yield (1.27% at  
December 31, 2012)

with an indeterminate maturity date

-

Stable Value Wrap

ING Life Ins. Co.

variable annual yield (2.06% at  
December 31, 2012)

with an indeterminate maturity date

-

Stable Value Wrap

Natixis Financial Products Inc.

variable annual yield (1.91% at  
December 31, 2012)

with an indeterminate maturity date

-

Subtotal Wrapper Contracts

\$

-

Shares

Identity of Issuer, Borrower, Lessor  
or Similar Party

Fair Value

Common / Collective Trusts

11,250,821

Wells Fargo Fixed Income Fund N

125,425,281

1,479,728

Metlife Separate Account No 690

150,986,394

109,448,923

JPMorgan US Treasury Plus Money  
Market Fund

109,448,923

Total Common / Collective Trusts

\$

385,860,598

Corporate Debt Securities

2,125,000

Access to Loans for Learning Student Loan Corp,  
0.91%,7/25/2036

2,134,167

2,750,000

Ally Auto Receivables Trust 2012-4,  
0.59%,1/17/2017

2,747,883

2,500,000

Ally Auto Receivables Trust  
2012-SN1, 0.51%,12/22/2014

2,502,025

3,000,000

Ally Auto Receivables Trust,  
0.62%,3/15/2017

3,002,430

2,700,000

2,708,640

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|           |  |           |
|-----------|--|-----------|
|           | American Express Credit Account Master Trust,<br>0.68%,3/15/2018 |           |
| 1,230,000 | American Express Credit Corp,<br>7.30%,8/20/2013                 | 1,282,841 |
| 1,375,000 | AmeriCredit Automobile Receivables<br>Trust, 0.51%,1/08/2016     | 1,374,945 |
| 620,000   | Anheuser-Busch InBev Worldwide<br>Inc, 1.38%,7/15/2017           | 626,529   |
| 2,535,000 | Anheuser-Busch InBev Worldwide<br>Inc, 4.13%,1/15/2015           | 2,708,876 |
| 1,680,000 | AT&T Inc, 2.95%,5/15/2016  | 1,778,650 |
| 415,000   | AT&T Inc, 2.40%,8/15/2016  | 433,082   |
| 1,085,000 | Bank of America Corp,<br>3.63%,3/17/2016                         | 1,149,666 |
| 1,085,000 | Bank of America Corp,<br>3.88%,3/22/2017                         | 1,176,704 |
| 770,000   | Bank of America Corp,<br>3.75%,7/12/2016                         | 823,076   |
| 1,245,000 | Bank of Nova Scotia,<br>2.05%,10/07/2015                         | 1,286,683 |
| 1,120,000 | Barclays Bank PLC,<br>5.20%,7/10/2014                            | 1,191,702 |
| 4,980,000 | BMW Vehicle Owner Trust,<br>0.76%,8/25/2015                      | 4,996,733 |
| 500,000   | Chevron Corp, 1.10%,12/05/2017                                   | 503,490   |
| 1,542,000 | Citigroup Inc, 6.00%,12/13/2013                                  | 1,615,800 |

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|           |   |           |
|-----------|---|-----------|
| 700,000   | Citigroup Inc, 4.59%,12/15/2015   | 764,225   |
| 525,000   | Citigroup Inc, 0.58%,6/09/2016  | 496,099   |
| 1,355,000 | Citigroup Inc, 3.95%,6/15/2016  | 1,458,468 |
| 685,000   | Cooperatieve Centrale Raiffeisen-Boerenleenbank BA/Netherlands,<br>3.38%,1/19/2017  | 735,889   |
| 780,000   | Cooperatieve Centrale Raiffeisen-Boerenleenbank BA/Netherlands,<br>2.13%,10/13/2015 | 805,038   |
| 2,000,000 | Covidien International Finance SA,<br>2.80%,6/15/2015                               | 2,091,820 |
| 1,280,000 | Credit Suisse/New York NY,<br>3.50%,3/23/2015                                       | 1,349,824 |
| 1,340,000 | CVS Caremark Corp, 3.25%,5/18/2015  | 1,420,628 |
| 945,000   | Deutsche Bank AG/London,<br>3.88%,8/18/2014   | 991,957   |
| 1,220,000 | Devon Energy Corp, 1.88%,5/15/2017  | 1,243,705 |
| 755,000   | DIRECTV Holdings LLC / DIRECTV Financing Co Inc,<br>2.40%,3/15/2017                 | 773,362   |
| 2,470,000 | DIRECTV Holdings LLC / DIRECTV Financing Co Inc,<br>3.50%,3/01/2016                 | 2,616,743 |
| 1,175,000 | Duke Realty LP, 5.95%,2/15/2017   | 1,343,201 |
| 2,650,781 | Ford Credit Auto Owner Trust,<br>0.84%,6/15/2015                                    | 2,657,541 |
| 2,140,038 | Ford Credit Auto Owner Trust,<br>0.97%,1/15/2015                                    | 2,144,874 |
| 435,000   | Ford Motor Credit Co LLC,<br>4.25%,2/03/2017  | 466,011   |
| 1,595,000 | Ford Motor Credit Co LLC,<br>3.00%,6/12/2017  | 1,638,735 |
| 2,500,000 | GE Capital Commercial Mortgage Corp,<br>4.89%,3/10/2040                             | 2,604,675 |
| 1,775,000 | GE Equipment Transportation LLC,<br>0.62%,7/25/2016                                 | 1,777,041 |
| 2,000,000 | GEDFT 2012-4 A, 0.65%,10/20/2017  | 2,004,500 |
| 1,205,000 | Georgia Power Co, 3.00%,4/15/2016   | 1,288,061 |
| 900,000   | GlaxoSmithKline Capital PLC,<br>1.50%,5/08/2017                                     | 913,086   |
| 2,140,000 | Goldman Sachs Group Inc/The,<br>3.63%,2/07/2016                                     | 2,265,233 |
| 291,988   | Harley-Davidson Motorcycle Trust 2011-1,<br>0.61%,10/15/2014                        | 292,052   |
| 860,000   | Hartford Financial Services Group Inc,<br>4.00%,10/15/2017                          | 939,464   |
| 895,000   | Hewlett-Packard Co, 3.00%,9/15/2016   | 900,728   |
| 950,000   | Honda Auto Receivables Owner Trust,<br>0.52%,8/18/2016                              | 950,732   |
| 5,390,000 | Honda Auto Receivables Owner Trust,<br>0.88%,9/21/2015                              | 5,418,459 |
| 4,480,000 | HSBC Finance Corp, 0.59%,1/15/2014  | 4,466,336 |
| 4,525,000 |   | 4,546,992 |



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|           |  |           |
|-----------|--|-----------|
|           | Hyundai Auto Receivables Trust,<br>0.83%,12/15/2015                          |           |
| 1,400,000 | Intel Corp, 1.35%,12/15/2017   | 1,399,594 |
| 1,505,000 | International Business Machines Corp,<br>0.55%,2/06/2015                     | 1,505,286 |
| 3,110,000 | John Deere Capital Corp, 0.48%,6/16/2014                                     | 3,115,256 |
| 500,000   | JPMorgan Chase & Co, 4.65%,6/01/2014   | 526,805   |
| 1,350,000 | Kraft Foods Group Inc, 2.25%,6/05/2017                                       | 1,396,332 |
| 1,270,000 | LG&E and KU Energy LLC,<br>2.13%,11/15/2015                                  | 1,296,822 |
| 555,000   | Lowe's Cos Inc, 1.63%,4/15/2017  | 567,937   |
| 404,000   | Macy's Retail Holdings Inc,<br>5.90%,12/01/2016                              | 474,704   |
| 1,125,000 | Massachusetts Health & Educational Facilities Authority,<br>5.26%,10/01/2018 | 1,344,094 |
| 2,756,823 | Mercedes-Benz Auto Receivables Trust 2011-1, 0.85%,3/16/2015                 | 2,763,302 |
| 1,380,000 | Morgan Stanley, 4.75%,3/22/2017  | 1,505,525 |
| 545,000   | Morgan Stanley, 5.55%,4/27/2017  | 604,203   |
| 1,615,000 | Morgan Stanley, 4.00%,7/24/2015  | 1,689,742 |
| 2,095,000 | NBCUniversal Media LLC,<br>3.65%,4/30/2015                                   | 2,228,703 |
| 1,800,000 | New Hampshire Higher Education Loan Corp, 0.00%,10/25/2028                   | 1,799,820 |
| 1,000,000 | New York Life Global Funding,<br>1.30%,10/30/2017                            | 1,003,920 |
| 483,431   | Nissan Auto Lease Trust 2011-A,<br>0.39%,1/15/2014                           | 483,484   |
| 415,726   | Nissan Auto Lease Trust 2011-A,<br>0.70%,1/15/2014                           | 415,847   |
| 3,353,210 | Nissan Auto Receivables Owner Trust,<br>0.74%,9/15/2014                      | 3,358,341 |
| 1,470,000 | Phillips 66, 2.95%,5/01/2017   | 1,557,965 |

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|            |  |    |             |
|------------|--|----|-------------|
| 2,000,000  | Porsche Innovative Lease Owner Trust,<br>0.54%,12/21/2015                  |    | 2,000,660   |
| 3,445,000  | Prudential Financial Inc, 5.10%,9/20/2014                                  |    | 3,687,356   |
| 475,000    | Rio Tinto Finance USA Ltd, 2.25%,9/20/2016                                 |    | 492,779     |
| 2,135,000  | Royal Bank of Scotland PLC/The,<br>4.88%,3/16/2015                         |    | 2,293,161   |
| 2,725,000  | Santander Drive Auto Receivables Trust 2012-5, 0.57%,12/15/2015            |    | 2,727,643   |
| 2,120,000  | Shell International Finance BV, 3.10%,6/28/2015                            |    | 2,245,843   |
| 2,050,032  | SLM Student Loan Trust, 0.37%,2/27/2017                                    |    | 2,049,233   |
| 1,775,000  | Small Business Administration Participation Certificates, 2.09%,11/01/2032 |    | 1,800,123   |
| 2,581,827  | Small Business Administration Participation Certificates, 4.14%,2/01/2030  |    | 2,834,897   |
| 1,350,000  | Toronto-Dominion Bank/The, 2.50%,7/14/2016                                 |    | 1,420,268   |
| 995,000    | Total Capital International SA, 1.55%,6/28/2017                            |    | 1,010,343   |
| 480,000    | UBS AG/Stamford CT, 3.88%,1/15/2015  |    | 507,197     |
| 645,000    | UBS AG/Stamford CT, 5.88%,12/20/2017                                       |    | 767,718     |
| 385,000    | United Technologies Corp, 1.80%,6/01/2017                                  |    | 396,304     |
| 1,080,000  | Verizon Communications Inc, 2.00%,11/01/2016                               |    | 1,117,724   |
| 1,240,000  | Verizon Communications Inc, 3.00%,4/01/2016                                |    | 1,320,364   |
| 1,215,324  | Volkswagen Auto Lease Trust, 1.00%,2/20/2014                               |    | 1,216,637   |
| 1,355,000  | Wal-Mart Stores Inc, 2.80%,4/15/2016                                       |    | 1,445,094   |
| 2,000,000  | World Omni Auto Receivables Trust,<br>0.61%,6/15/2017                      |    | 2,000,200   |
|            | Total Corporate Debt Securities  | \$ | 145,780,627 |
|            | Government Bonds   |    |             |
| 14,095,000 | United States Treasury Inflation Indexed Bonds, 0.13%,4/15/2017            | \$ | 15,371,950  |
| 5,000,000  | United States Treasury Inflation Indexed Bonds, 0.13%,7/15/2022            |    | 5,459,719   |
| 600,000    | United States Treasury Note/Bond,<br>0.63%,9/30/2017                       |    | 598,920     |
| 3,385,000  | United States Treasury Note/Bond,<br>0.63%,5/31/2017                       |    | 3,390,281   |
| 2,995,000  | United States Treasury Note/Bond,<br>0.75%,6/30/2017                       |    | 3,012,790   |
| 10,785,000 | United States Treasury Note/Bond,<br>0.88%,4/30/2017                       |    | 10,917,332  |
| 11,000,000 | United States Treasury Note/Bond,<br>0.88%,7/31/2019                       |    | 10,864,260  |
| 8,050,000  | United States Treasury Note/Bond,<br>1.00%,3/31/2017                       |    | 8,194,015   |
| 1,000,000  | Beaver County School District, 1.76%,2/01/2018                             |    | 1,017,610   |
| 700,000    | City of Columbus OH, 1.28%,8/15/2017                                       |    | 699,580     |
| 400,000    | County of Baltimore MD, 3.31%,11/01/2019                                   |    | 442,288     |
| 1,650,000  | County of Harris TX, 1.37%,10/01/2018                                      |    | 1,641,998   |
| 300,000    | County of New Castle DE, 1.00%,7/15/2016                                   |    | 300,105     |
| 1,110,000  | County of Travis TX, 0.87%,3/01/2016                                       |    | 1,106,104   |
| 1,500,000  | Denver City & County School District No 1,<br>0.97%,12/01/2016             |    | 1,493,520   |
| 3,030,000  | European Investment Bank, 1.63%,6/15/2017                                  |    | 3,127,566   |
| 135,000    |  |    | 135,200     |

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|           |   |           |
|-----------|---|-----------|
|           | Lake County Township High School District No 121 Warren,<br>0.85%,3/01/2014 |           |
| 295,000   | Lake County Township High School District No 121 Warren,<br>1.00%,3/01/2015 | 296,089   |
| 1,619,220 | MSN 41079 and 41084 Ltd, 1.72%,7/13/2024                                    | 1,630,166 |
| 925,000   | New York State Dormitory Authority,<br>1.00%,2/15/2016                      | 923,021   |
| 3,124,735 | North Carolina State Education Assistance Authority, 1.04%,7/25/2039        | 3,155,326 |
| 1,400,000 | Overseas Private Investment Corp,<br>0.00%,7/12/2014                        | 1,406,496 |
| 1,400,000 | Petroleos Mexicanos, 2.00%,12/20/2022                                       | 1,431,528 |
| 2,000,000 | Phoenix 2012 LLC, 1.61%,7/03/2024   | 2,006,660 |
| 1,000,000 | South San Antonio Independent School District/TX, 3.75%,8/15/2014           | 1,050,180 |
| 550,000   | State of Connecticut, 1.70%,10/15/2018                                      | 553,262   |
| 875,000   | State of Michigan, 1.38%,5/15/2016  | 885,824   |
| 1,000,000 | State of New York, 3.75%,3/01/2018  | 1,124,570 |

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|           |  |               |
|-----------|--|---------------|
| 500,000   | State of Ohio, 3.18%,5/01/2018   | 540,730       |
| 1,200,000 | State of Wisconsin, 5.05%,5/01/2018  | 1,386,048     |
| 2,000,000 | Tagua Leasing LLC, 1.58%,11/16/2024  | 1,997,880     |
| 1,000,000 | Virginia College Building Authority,<br>4.25%,2/01/2018                              | 1,136,560     |
| 735,000   | Washington & Multnomah Counties School District No 48J Beaverton,<br>1.72%,6/15/2019 | 733,684       |
| 260,000   | Washington County School District No 13 Banks, 1.85%,6/15/2018                       | 260,411       |
|           | Total Government Bonds   | \$ 88,291,673 |

|                            |   |           |
|----------------------------|---|-----------|
| Mortgage Backed Securities |   |           |
| 1,385,000                  | Bear Stearns Commercial Mortgage Securities, 5.45%,3/11/2039            | 1,562,696 |
| 2,320,000                  | Bear Stearns Commercial Mortgage Securities, 5.71%,9/11/2038            | 2,655,727 |
| 2,407,998                  | COMM 2004-LNB2 Mortgage Trust,<br>4.72%,3/10/2039                       | 2,492,470 |
| 2,250,000                  | Credit Suisse First Boston Mortgage Securities Corp,<br>5.10%,8/15/2038 | 2,473,110 |
| 1,685,395                  | DBRR 2012 - EZ1 A, 0.95%,9/25/2045                                      | 1,689,297 |
| 2,000,000                  | FNA 2012 - M14 ASQ2, 1.11%,2/25/2017                                    | 2,021,260 |
| 4,000,000                  | FNCN 10-YR 2.5 TBA FEB,<br>2.50%,11/29/2022                             | 4,188,280 |
| 4,130,000                  | General Electric Capital Corp,<br>2.30%,4/27/2017                       | 4,282,314 |
| 452,747                    | Ginnie Mae I pool, 5.00%,10/15/2019                                     | 489,844   |
| 3,040,207                  | Ginnie Mae II pool, 4.12%,8/21/2062                                     | 3,443,083 |
| 951,011                    | Government National Mortgage Association, 4.25%,11/20/2034              | 973,003   |
| 720,477                    | Government National Mortgage Association, 4.00%,12/16/2038              | 763,461   |
| 1,100,000                  | Government National Mortgage Association,<br>5.50%,2/16/2037            | 1,238,371 |
| 1,103,966                  | Government National Mortgage Association,<br>3.50%,2/20/2039            | 1,174,166 |
| 1,586,478                  | Government National Mortgage Association,<br>3.00%,3/20/2038            | 1,641,770 |
| 1,006,924                  | Government National Mortgage Association,<br>4.50%,4/20/2040            | 1,088,797 |
| 856,686                    | Government National Mortgage Association,<br>4.00%,5/16/2035            | 904,939   |
| 1,000,000                  | Government National Mortgage Association,<br>5.00%,5/20/2038            | 1,084,955 |
| 966,967                    | Government National Mortgage Association,<br>4.25%,5/20/2039            | 1,040,394 |
| 807,054                    | Government National Mortgage Association,<br>4.50%,5/20/2040            | 891,996   |
| 643,648                    | Government National Mortgage Association,<br>4.00%,6/20/2040            | 694,925   |
| 643,035                    | Government National Mortgage Association,<br>4.50%,7/20/2038            | 682,247   |
| 1,692,431                  | Government National Mortgage Association,<br>3.50%,1/20/2039            | 1,802,118 |
| 2,608,085                  |   | 2,811,438 |

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|           |   |           |
|-----------|---|-----------|
|           | Government National Mortgage Association,<br>4.00%,9/20/2038            |           |
| 2,744,615 | Government National Mortgage Association, 4.25%,10/20/2038              | 2,940,087 |
| 3,838,277 | Government National Mortgage Association,<br>4.50%,4/20/2036            | 3,986,795 |
| 4,036,852 | Government National Mortgage Association,<br>4.50%,9/20/2036            | 4,212,920 |
| 1,429,688 | Greenwich Capital Commercial Funding Corp, 4.92%,1/05/2036              | 1,456,509 |
| 1,392,454 | Greenwich Capital Commercial Funding Corp, 4.57%,8/10/2042              | 1,395,475 |
| 2,384,000 | Merrill Lynch Mortgage Trust,<br>5.26%,11/12/2037                       | 2,649,768 |
| 1,946,416 | Morgan Stanley Bank of America Merrill Lynch Trust,<br>0.66%,11/15/2045 | 1,945,307 |
| 2,560,000 | Morgan Stanley Capital I Trust 2005-HQ5,<br>5.17%,1/14/2042             | 2,744,986 |
| 2,239,042 | LB-UBS Commercial Mortgage Trust,<br>4.69%,7/15/2032                    | 2,264,992 |
| 2,310,000 | LB-UBS Commercial Mortgage Trust,<br>4.95%,9/15/2030                    | 2,523,375 |
| 1,914,341 | UBS-Barclays Commercial Mortgage Trust,<br>0.73%,8/10/2049              | 1,918,093 |
| 257,499   | Wachovia Bank Commercial Mortgage Trust, 5.24%,10/15/2044               | 285,032   |
| 940,386   | Fannie Mae Pool, 3.00%,10/01/2027                                       | 1,011,094 |
| 1,570,595 | Fannie Mae Pool, 4.50%,12/01/2022                                       | 1,692,104 |
| 2,750,000 | Fannie Mae Pool, 1.27%,9/01/2017  | 2,798,098 |
| 1,982,137 | Fannie Mae Pool, 2.00%,12/10/2022                                       | 2,037,062 |
| 8,000,000 | Fannie Mae Pool, 2.50%,1/01/2023  | 8,396,640 |

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|           |  |                |
|-----------|--|----------------|
| 2,580,420 | Fannie Mae Pool, 2.50%,10/01/2022                          | 2,708,357      |
| 2,616,626 | Fannie Mae Pool, 2.50%,11/01/2022                          | 2,746,358      |
| 1,960,796 | Fannie Mae Pool, 2.50%,11/01/2022                          | 2,058,012      |
| 2,652,061 | Fannie Mae Pool, 2.50%,12/01/2022                          | 2,783,550      |
| 7,675,698 | Fannie Mae Pool, 2.50%,5/01/2022                           | 8,056,259      |
| 2,518,744 | Fannie Mae Pool, 2.50%,8/01/2022                           | 2,643,623      |
| 2,545,180 | Fannie Mae Pool, 2.50%,9/01/2022                           | 2,671,370      |
| 5,784,840 | Fannie Mae Pool, 3.00%,5/01/2027                           | 6,114,056      |
| 4,016,983 | Fannie Mae Pool, 4.00%,11/01/2025                          | 4,371,690      |
| 4,906,605 | Fannie Mae Pool, 4.00%,6/01/2026                           | 5,257,084      |
| 4,262,335 | Fannie Mae Pool, 4.50%,6/01/2018                           | 4,696,650      |
| 2,950,630 | Fannie Mae Pool, 5.00%,3/01/2025                           | 3,249,903      |
| 5,748,379 | Fannie Mae Pool, 5.00%,6/01/2020                           | 6,246,993      |
| 2,897,351 | Fannie Mae Pool, 5.00%,6/01/2023                           | 3,148,667      |
| 3,122,343 | Fannie Mae Pool, 5.50%,9/01/2023                           | 3,417,373      |
| 5,175,000 | Federal Home Loan Mortgage Corp,<br>1.00%,9/29/2017        | 5,229,389      |
| 2,150,000 | Federal National Mortgage Association,<br>0.88%,10/26/2017 | 2,158,708      |
| 4,150,000 | Federal National Mortgage Association,<br>0.88%,12/20/2017 | 4,158,093      |
| 1,236,335 | Freddie Mac Gold Pool, 5.00%,2/01/2025                     | 1,349,080      |
| 991,988   | Freddie Mac Gold Pool, 5.00%,4/01/2023                     | 1,065,405      |
| 2,999,841 | Freddie Mac Gold Pool, 4.00%,7/01/2026                     | 3,172,395      |
| 2,218,471 | Freddie Mac Gold Pool, 4.50%,6/01/2025                     | 2,410,380      |
| 4,358,790 | Freddie Mac Gold Pool, 5.00%,10/01/2020                    | 4,677,147      |
| 573,219   | Freddie Mac REMICS, 5.00%,6/15/2033                        | 586,690        |
| 3,724,307 | Freddie Mac REMICS, 4.50%,7/15/2032                        | 3,854,583      |
| 2,395,932 | Freddie Mac REMICS, 4.75%,6/15/2035                        | 2,561,985      |
| 2,776,254 | Freddie Mac REMICS, 5.00%,4/15/2033                        | 2,885,027      |
| 981,118   | Helios Leasing I LLC, 1.56%,9/28/2024                      | 978,989        |
| 2,300,000 | Citigroup Commercial Mortgage Trust,<br>4.73%,10/15/2041   | 2,433,055      |
|           | Total Mortgage Backed Securities                           | \$ 184,039,869 |
|           | Net Assets Pending Settlement                              | (2,805,873)    |
|           | Subtotal Stable Value                                      | \$ 801,166,894 |
|           | TOTAL - INVESTMENT CONTRACTS                               | \$ 801,166,894 |
|           | ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE               | (17,178,669)   |
|           | TOTAL - INVESTMENT CONTRACTS AT CONTRACT VALUE             | \$ 783,988,225 |



AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN  
 PLAN #002 EIN #13-4922641  
 SCHEDULE OF ASSETS (HELD AT END OF YEAR (continued))  
 DECEMBER 31, 2012

| Shares                     | Identity of Issuer, Borrower, Lessor or Similar Party                  | Fair Value    |
|----------------------------|--|---------------|
| Cash Equivalents           |  |               |
| 19,864,466                 | Cash Equivalents \$  | 19,864,466    |
|                            | Total Cash Equivalents \$  | 19,864,466    |
| Common / Collective Trusts |  |               |
| 378,440                    | JPMCB US Real Estate Securities Fund \$                                | 17,816,967    |
| 3,671,983                  | EB Daily Liquidity Non SL Aggregate Bond Index Fund                    | 464,002,734   |
| 2,707,059                  | EB Daily Liquidity Non SL International Stock Index Fund               | 305,480,758   |
| 1,135,157                  | EB Daily Liquidity Non SL Small Cap Stock                              | 163,278,652   |
| 3,427,742                  | EB Daily Liquidity Non SL Stock Index Fund                             | 481,200,145   |
| 117,161                    | EB DL Non SL Treasury Inflation Protected Securities Fund              | 14,704,660    |
| 1,003,260                  | JPMCB Emerging Markets - Equity Focused                                | 18,068,713    |
| 16,936                     | JPMCB Strategic Property Fund  | 31,791,671    |
| 14,005,564                 | JPMCB Liquidity Fund   | 14,005,564    |
|                            | Total Common / Collective Trusts \$                                    | 1,510,349,864 |
| AEP Stock                  |  |               |
| 6,630,235                  | American Electric Power Company, Inc. Common Stock \$6.50 par value \$ | 282,978,430   |
|                            | Total AEP Stock \$   | 282,978,430   |
| Corporate Stock            |  |               |
| 9,400                      | 3M CO COM STK USD0.01 \$   | 872,790       |
| 5,950                      | AARON'S INC CLASS'A'COM VTG USD0.5                                     | 168,266       |
| 41,200                     | ABB LTD ADR EACH REPR I CHF2.50(SPON)                                  | 856,548       |
| 24,059                     | ABBOTT LABORATORIES COM STK NPV  | 1,575,865     |
| 17,600                     | ABBOTT LABORATORIES COM STK NPV  | 1,152,800     |
| 7,440                      | ABM INDUSTRIES INC COM STK USD0.01                                     | 148,428       |
| 21,000                     | ACCENTURE PLC CLS'A'USD0.0000225                                       | 1,396,500     |
| 9,900                      | ACE LIMITED CHF30.57   | 790,020       |
| 28,400                     | ACME PACKET INC COM STK USD0.001                                       | 628,208       |
| 11,220                     | ACTUANT CORP CLS'A' COM STK USD0.20                                    | 313,150       |
| 10,690                     | AEGION CORP USD0.01  | 237,211       |
| 6,735                      | AEROPOSTALE INC COM STK USD0.01  | 87,622        |
| 6,271                      | AEROPOSTALE INC COM STK USD0.01  | 81,586        |
| 25,900                     | AETNA INC NEW COM STK USD0.001   | 1,199,170     |
| 4,300                      | AFC ENTERPRISES INC USD0.01  | 112,359       |
| 3,195                      | AFFILIATED MANAGERS GROUP INC COM STK USD0.01                          | 415,829       |



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|        |  |           |
|--------|--|-----------|
| 30,400 | AFLAC INC COM STK USD0.10                        | 1,614,848 |
| 21,600 | AGCO CORP COM STK USD0.01                        | 1,060,992 |
| 64,131 | AGILENT TECHNOLOGIES INC COM STK<br>USD0.01      | 2,631,936 |
| 19,200 | AGILENT TECHNOLOGIES INC COM STK<br>USD0.01      | 787,968   |
| 2,900  | AGRIUM INC COM NPV                               | 291,189   |
| 12,000 | AIR METHODS CORP COM STK USD0.06                 | 442,680   |
| 3,300  | AIR PRODUCTS & CHEMICALS INC COM STK<br>USD1     | 279,378   |
| 26,255 | ALEXION PHARMACEUTICAL INC COM NPV<br>USD0.001   | 2,462,982 |
| 4,280  | ALLEGHENY TECHNOLOGIES INC COM STK<br>USD0.10    | 129,941   |
| 27,571 | ALLERGAN INC COM STK USD0.01                     | 2,529,088 |
| 9,600  | ALLIANCE DATA SYSTEM COM STK USD0.01             | 1,389,696 |
| 4,600  | ALLIANCE DATA SYSTEM COM STK USD0.01             | 665,896   |
| 21,900 | ALLSTATE CORP COM STK USD0.01                    | 879,723   |
| 53,711 | ALTERA CORP COM STK USD0.001                     | 1,849,807 |
| 6,000  | ALTERRA CAPITAL HLDGS LTD USD0.01                | 169,140   |
| 24,217 | AMAZON COM INC COM STK USD0.01                   | 6,081,857 |
| 11,775 | AMC NETWORKS INC USD0.01                         | 582,863   |
| 17,800 | AMEREN CORP COM STK USD0.01                      | 546,816   |
| 44,200 | AMERICAN EAGLE OUTFITTER COM STK<br>USD0.01      | 906,542   |
| 21,710 | AMERICAN EAGLE OUTFITTER COM STK<br>USD0.01      | 445,272   |
| 10,457 | AMERICAN GREETINGS CORP COM STK<br>CLASS'A'USD1  | 176,619   |
| 13,800 | AMERICAN PUBLIC EDUCATION INC COM<br>STK USD0.01 | 498,318   |
| 35,666 | AMERICAN TOWER CORPORATION                       | 2,755,912 |

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|         |  |           |
|---------|--|-----------|
| 13,200  | AMERIPRISE FINANCIAL INC COM STK USD0.01         | 826,716   |
| 18,300  | AMERIPRISE FINANCIAL INC COM STK USD0.01         | 1,146,129 |
| 28,800  | AMERISOURCEBERGEN CORP COM STK NPV               | 1,243,584 |
| 12,300  | AMGEN INC COM STK USD0.0001                      | 1,061,736 |
| 21,900  | AMPHENOL CORP CLASS'A'COM STK USD0.001           | 1,419,492 |
| 4,170   | AMSURG CORP COM STK NPV                          | 125,142   |
| 24,118  | ANADARKO PETROLEUM CORP COM STK USD0.10          | 1,792,209 |
| 2,400   | ANN INC USD0.0068                                | 81,216    |
| 28,160  | ANWORTH MORTGAGE ASSET CORP COM STK USD0.01      | 166,989   |
| 8,300   | APACHE CORP USD0.625                             | 651,550   |
| 12,955  | APOLLO INVESTMENT CORP COM STK USD0.001          | 110,895   |
| 18,035  | APPLE INC COM STK NPV                            | 9,613,196 |
| 2,800   | APPLE INC COM STK NPV                            | 1,492,484 |
| 10,000  | ARCHER DANIELS MIDLAND CO COM STK NPV            | 273,900   |
| 12,655  | ARES CAPITAL CORP COM STK USD0.001               | 221,463   |
| 6,119   | ARGO GROUP INTL HLDGS COM STK USD0.01            | 205,537   |
| 41,375  | ARMOUR RESIDENTIAL REIT INC USD0.0001            | 267,696   |
| 54,200  | ARRIS GROUP INC COM STK USD0.01                  | 809,748   |
| 22,400  | ARROW ELECTRONICS INC COM STK USD1               | 852,992   |
| 22,995  | ARROW ELECTRONICS INC COM STK USD1               | 875,650   |
| 10,040  | ASBURY AUTOMOTIVE GROUP INC COM STK USD0.01      | 321,581   |
| 53,000  | ASCENA RETAIL GROUP INC USD0.05                  | 979,970   |
| 29,265  | ASCENA RETAIL GROUP INC USD0.05                  | 541,110   |
| 3,120   | ASHLAND INC COM STK USD1                         | 250,879   |
| 7,600   | ASPEN INSURANCE HLDGS COM STK USD0.15144558      | 243,808   |
| 11,100  | ASSOCIATED ESTATES REALTY CORP COM NPV           | 178,932   |
| 21,900  | ASSURANT INC COM STK USD0.01                     | 759,930   |
| 3,400   | ASSURANT INC COM STK USD0.01                     | 117,980   |
| 7,800   | ASSURANT INC COM STK USD0.01                     | 270,660   |
| 73,600  | ASSURED GUARANTY LTD COM STK USD0.01             | 1,047,328 |
| 225,193 | ATMEL CORP COM STK USD0.001                      | 1,475,014 |
| 26,000  | ATWOOD OCEANICS INC COM STK USD1                 | 1,190,540 |
| 14,200  | AUTOLIV INC COM STK USD1                         | 956,938   |
| 1,960   | AUTOLIV INC COM STK USD1                         | 132,084   |
| 2,300   | AUTOZONE INC COM STK USD0.01                     | 815,189   |
| 1,600   | AUTOZONE INC COM STK USD0.01                     | 567,088   |
| 45,812  | AVAGO TECHNOLOGIES LTD NPV                       | 1,450,408 |
| 39,100  | AVNET INC COM STK USD1                           | 1,196,851 |
| 18,035  | AVNET INC COM STK USD1                           | 552,051   |
| 6,415   | AXIS CAPITAL HLDGS COM STK USD0.0125             | 223,819   |
| 15,646  | BAIDU INC ADR EACH REPR 0.10 SHARE A             | 1,569,137 |
| 5,900   | BALL CORP COM STK NPV                            | 264,025   |
| 13,400  | BALL CORP COM STK NPV                            | 599,650   |
| 1,100   | BANCFIRST CORP COM STK USD1                      | 46,596    |
| 12,632  | BBCN BANCORP INC                                 | 146,152   |
| 6,280   | BEACON ROOFING SUPPLY INC COM STK USD0.01 CLS'A' | 208,998   |
| 17,600  | BED BATH AND BEYOND COM STK USD0.01              | 984,016   |
| 3,000   | BEL FUSE INC CLASS'B'SHS USD0.1                  | 58,650    |
| 31,400  | BELDEN INC COM STK USD0.01                       | 1,412,686 |
| 6,150   | BELDEN INC COM STK USD0.01                       | 276,689   |

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|   |           |
|---|-----------|
| 5,100 BELDEN INC COM STK USD0.01                      | 229,449   |
| 112,100 BELO CORP USD0.01 A                           | 859,807   |
| 19,500 BEMIS CO INC COM STK USD0.10                   | 652,470   |
| 3,200 BERRY PETROLEUM CORP CLASS'A'COM STK USD0.01    | 107,360   |
| 14,500 BIG LOTS INC COM STK USD0.01                   | 412,670   |
| 5,900 BIG LOTS INC COM STK USD0.01                    | 167,914   |
| 11,214 BIOGEN IDEC INC COM STK USD0.0005              | 1,644,757 |
| 9,500 BIOMED REALTY TRUST INC COM STK USD0.01         | 185,868   |
| 36,356 BOEING CO COM STK USD5                         | 2,739,788 |
| 22,290 BORG-WARNER INC COM STK USD0.01                | 1,596,410 |
| 16,800 BP AMOCO P.L.C ADR-EACH CNV INTO 6 ORD USD0.25 | 699,552   |
| 8,480 BRADY CORP 'A'NON.V USD0.01                     | 283,232   |
| 19,200 BRINK'S COMPANY BRINKS GROUP COM USD1          | 547,776   |
| 4,840 BRINK'S COMPANY BRINKS GROUP COM USD1           | 138,085   |
| 35,400 BRISTOL-MYERS SQUIBB CO COM STK USD0.10        | 1,153,686 |

|  |           |
|--|-----------|
| 5,350 BRISTOW GROUP INC COM STK USD0.01                  | 287,081   |
| 9,800 BROOKFIELD RESIDENTIAL PPTYS INC USD0.01           | 175,812   |
| 40,906 BRUNSWICK CORP COM STK USD0.75                    | 1,189,956 |
| 1,337 BUCKEYE TECHNOLOGIES INC COM STK USD0.01           | 38,385    |
| 17,050 BUCKLE COM STK USD0.05                            | 761,112   |
| 4,000 BUNGE LTD COM STK USD0.01                          | 290,760   |
| 7,537 BURBERRY GROUP SPON ADR EACH REP 2 ORD             | 310,284   |
| 67,200 CA INC COM STK USD0.10                            | 1,477,056 |
| 76,100 CABLEVISION SYSTEMS CORP NY GROUP COM STK USD0.01 | 1,136,934 |
| 8,065 CABOT CORP COM STK USD1                            | 320,906   |
| 4,959 CABOT CORP COM STK USD1                            | 197,319   |
| 3,700 CACI INTL INC CLASS A COM                          | 203,611   |
| 86,200 CAE INC COM NPV                                   | 874,930   |
| 27,422 CALLAWAY GOLF CO COM STK USD0.01                  | 178,243   |
| 9,700 CAMBREX CORP COM STK USD0.10                       | 110,386   |
| 82,200 CAMECO CORP COM NPV                               | 1,629,247 |
| 13,800 CAMERON INTERNATIONAL CORP COM STK USD0.01        | 779,148   |
| 4,888 CANADIAN PACIFIC RAILWAYS COM NPV                  | 498,402   |
| 10,895 CAPSTEAD MTGE.CORP COM STK USD0.01                | 128,234   |
| 33,200 CAPSTEAD MTGE.CORP COM STK USD0.01                | 390,764   |
| 26,900 CARDINAL HEALTH INC COM STK NPV                   | 1,115,140 |
| 16,300 CARLISLE COS INC COM STK USD1                     | 957,788   |
| 19,769 CARLISLE COS INC COM STK USD1                     | 1,161,626 |
| 1,822 CASCADE CORP COM STK USD0.50                       | 117,155   |
| 6,400 CATAHY GENERAL BANCORP COM STK USD0.01             | 124,800   |
| 4,620 CATO CORP CLASS'A' COM STK USD0.03 1/3             | 126,727   |
| 10,200 CBL & ASSOCIATES PROPERTIES INC COM STK USD0.01   | 218,586   |
| 23,700 CBS CORP CLASS'B' COM STK USD0.001                | 905,313   |
| 6,300 CEC ENTERTAINMENT COM STK USD0.10                  | 209,097   |
| 6,349 CELANESE CORP COM STK USD0.0001 CLS'A'             | 282,721   |
| 9,800 CELANESE CORP COM STK USD0.0001 CLS'A'             | 436,394   |
| 3,715 CENTENE CORP(DEL) COM STK USD0.001                 | 152,315   |
| 1,400 CF INDUSTRIES HOLDINGS INC COM STK USD0.01         | 284,424   |
| 5,130 CHATHAM LODGING TRUST USD0.01                      | 79,925    |
| 23,100 CHECK POINT SOFTWARE TECHNOLOGIES ORD ILS1        | 1,100,484 |
| 10,145 CHECKPOINT SYSTEMS COM STK USD0.10                | 108,957   |
| 4,925 CHEMED CORP CAP USD1                               | 337,806   |
| 6,600 CHEVRON CORP COM STK USD0.75                       | 713,724   |
| 6,400 CHICAGO BRIDGE & IRON CO N.V. EUR0.01 (REG)        | 296,640   |
| 11,108 CHICAGO BRIDGE & IRON CO N.V. EUR0.01 (REG)       | 515,034   |
| 41,600 CHICOS FAS INC COM STK USD0.01                    | 767,936   |
| 8,389 CHICOS FAS INC COM STK USD0.01                     | 154,861   |
| 3,740 CHILDRENS PLACE RETAIL STORE INC COM STK USD0.10   | 165,645   |
| 6,313 CHIPOTLE MEXICAN GRILL COM STK USD0.01             | 1,877,865 |
| 10,000 CHUBB CORP COM STK USD1                           | 757,300   |
| 17,600 CIGNA CORP COM STK USD0.25                        | 940,896   |
| 305,200 CINCINNATI BELL NC USD0.01                       | 1,672,496 |
| 4,900 CITRIX SYSTEMS INC COM STK USD0.001                | 322,175   |
| 4,005 CITY NATIONAL CORP COM STK USD1                    | 198,328   |
| 8,000 CLIFFS NATURAL RESOURCES INC COM STK USD0.125      | 308,480   |

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| 41,317 | COACH INC COM STK USD0.01                  | 2,293,507 |
| 7,300  | COACH INC COM STK USD0.01                  | 405,223   |
| 17,900 | COGNEX CORP COM STK USD0.002               | 659,078   |
| 4,350  | COLONY FINANCIAL INC USD0.01               | 86,565    |
| 5,534  | COLONY FINANCIAL INC USD0.01               | 110,127   |
| 4,965  | COLUMBIA BANKING SYSTEMS INC COM STK NPV   | 89,072    |
| 9,530  | COMERICA INC COM STK USD5                  | 290,570   |
| 1,822  | COMMERCE BANCSHARES INC COM STK USD5       | 63,871    |
| 23,410 | COMPUTER SCIENCES CORP COM STK USD1        | 942,253   |
| 11,589 | COMSTOCK RESOURCES INC COM STK USD0.50     | 175,342   |
| 15,857 | COMTECH TELECOMMUNICATIONS COM STK USD0.10 | 402,451   |
| 20,603 | CONCHO RESOURCES INC COM STK USD0.001      | 1,659,778 |
| 12,000 | CONOCOPHILLIPS USD0.01                     | 695,880   |
| 8,110  | CONTANGO OIL & GAS COM USD0.04             | 343,540   |
| 39,167 | CONVERGYS CORP COM STK NPV                 | 644,689   |

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| 33,504  | COSTCO WHOLESALE CORP COM STK USD0.005          | 3,309,190 |
| 5,902   | COVANCE INC COM STK USD0.01                     | 340,959   |
| 7,320   | COVANTA HOLDING CORP                            | 134,834   |
| 2,769   | CRA INTERNATIONAL INC COM                       | 54,743    |
| 10,700  | CRANE CO COM STK USD1                           | 495,196   |
| 26,244  | CROWN CASTLE INTERNATIONAL CORP COM STK USD0.01 | 1,893,767 |
| 8,300   | CUMMINS INC COM STK USD2.50                     | 899,305   |
| 22,600  | CUMMINS INC COM STK USD2.50                     | 2,448,710 |
| 10,280  | CURTISS-WRIGHT CORP COM STK USD1                | 337,492   |
| 12,111  | CVB FINANCIAL NPV                               | 125,954   |
| 17,700  | CVS CAREMARK CORP COM STK USD0.01               | 855,795   |
| 46,180  | CYS INVESTMENTS INC USD0.01                     | 545,386   |
| 17,866  | CYS INVESTMENTS INC USD0.01                     | 210,997   |
| 37,056  | DANA HOLDING CORP USD0.01                       | 578,444   |
| 13,638  | DARDEN RESTAURANTS INC COM STK NPV              | 614,665   |
| 8,200   | DECKERS OUTDOOR CORP COM STK USD0.01            | 330,214   |
| 10,600  | DIAMOND OFFSHORE DRILLING INC COM STK USD0.01   | 720,376   |
| 12,960  | DIANA SHIPPING INC COM STK USD0.01              | 94,608    |
| 14,800  | DIEBOLD INC COM STK USD1.25                     | 453,028   |
| 10,700  | DILLARDS INC NPV A                              | 896,339   |
| 19,300  | DISCOVER FINANCIAL SERVICES COM STK USD0.01     | 746,717   |
| 15,500  | DISCOVER FINANCIAL SERVICES COM STK USD0.01     | 599,695   |
| 47,150  | DISCOVERY COMMUNICATIONS INC CLS 'C' USD0.01    | 2,758,275 |
| 52,445  | DOLE FOOD CO INC USD0.001                       | 601,544   |
| 21,000  | DOLLAR TREE INC COM STK USD0.01                 | 851,760   |
| 7,100   | DOVER CORP COM STK USD1                         | 466,541   |
| 8,900   | DOW CHEMICAL CO COM STK USD2.50                 | 287,648   |
| 53,400  | DR HORTON INC COM STK USD0.01                   | 1,056,252 |
| 25,200  | DR PEPPER SNAPPLE GROUP INC USD0.01             | 1,121,904 |
| 9,100   | DTE ENERGY CO COM STK NPV                       | 552,097   |
| 6,400   | DU PONT(E.I.)DE NEMOURS & CO COM STK USD0.30    | 287,808   |
| 66,579  | DUKE REALTY CORP COM STK USD0.01                | 923,451   |
| 54,106  | DUNKIN BRANDS GROUP INC USD0.001                | 1,795,237 |
| 10,485  | EAST WEST BANCORP INC USD0.001                  | 225,323   |
| 4,300   | EASTMAN CHEMICAL CO COM STK USD0.01             | 292,615   |
| 16,600  | EATON CORP PLC NPV                              | 899,720   |
| 27,404  | EBAY INC COM STK USD0.001                       | 1,398,152 |
| 23,800  | EBIX. COM INC USD0.10                           | 382,466   |
| 11,900  | EDISON INTERNATIONAL COM STK NPV                | 541,777   |
| 36,980  | EDWARDS GROUP LTD ADR REP 1 ORD SH SPONSORED    | 224,838   |
| 9,700   | EL PASO ELECTRIC CO COM STK NPV                 | 309,527   |
| 8,465   | ELECTRONICS FOR IMAGING INC COM STK USD0.01     | 160,750   |
| 125,773 | EMC CORP COM STK USD0.01                        | 3,182,057 |
| 32,200  | ENCANA CORP COM NPV                             | 636,272   |
| 19,600  | ENDURANCE SPECIALTY HLDGS LTD USD1              | 777,924   |
| 4,100   | ENERGEN CORP COM STK USD0.01                    | 184,869   |
| 15,785  | ENERSYS COM USD0.01                             | 593,990   |
| 11,604  | ENERSYS COM USD0.01                             | 436,659   |
| 14,200  | ENI ADR EACH REP 2 ORD (MGT)                    | 697,788   |
| 4,633   | ENSIGN GROUP INC COM NPV                        | 125,971   |

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| 500 ENSTAR GROUP LIMITED SHS                           | 55,990    |
| 7,500 ENTERGY CORP COM STK USD0.01                     | 478,125   |
| 12,052 EOG RESOURCES INC COM STK USD0.01               | 1,455,761 |
| 8,100 EPR PROPERTIES SBI USD0.01                       | 379,566   |
| 6,805 EQUIFAX INC COM STK USD1.25                      | 368,287   |
| 2,716 EQUITY LIFESTYLE PROPERTIES INC COM STK USD0.01  | 182,760   |
| 28,368 ESTEE LAUDER COMPANIES INC USD0.01 A            | 1,698,108 |
| 69,500 EXPRESS INC USD0.01                             | 1,048,755 |
| 5,995 EXPRESS INC USD0.01                              | 90,465    |
| 49,164 EXPRESS SCRIPTS HLDG CO USD0.01                 | 2,654,856 |
| 8,000 EXXON MOBIL CORP COM STK NPV                     | 692,400   |
| 2,800 F5 NETWORK INC COM STK USD0.01                   | 272,020   |
| 56,993 FACEBOOK INC USD0.000006 A                      | 1,517,724 |
| 2,700 FAIR ISAAC CORP COM STK USD0.01                  | 113,481   |
| 13,165 FEDERATED INVESTORS INC COM STK CLASS'B'USD0.01 | 266,328   |



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| 26,715  | FIDELITY NATIONAL FINANCIAL INC CLASS 'A' COM STK  | 629,138   |
| 10,205  | FIFTH STREET FINANCE CORP USD0.01                  | 106,336   |
| 48,700  | FIFTH THIRD BANCORP COM STK NPV                    | 744,623   |
| 23,110  | FINISH LINE INC CLASS'A'COM STK USD0.01            | 437,472   |
| 8,555   | FIRST AMERICAN FINANCIAL CORP USD0.00001           | 206,090   |
| 1,060   | FIRST CITIZENS BANCSHARES INC NRTH CLASS'A'SHS     | 173,310   |
| 19,619  | FIRST MIDWEST BANCORP COM STK USD0.01              | 245,826   |
| 23,750  | FIRST NIAGARA FINANCIAL GROUP INC COM              | 188,338   |
| 43,700  | FIRST NIAGARA FINANCIAL GROUP INC COM              | 346,541   |
| 12,000  | FIRSTENERGY CORP COM STK USD0.10                   | 501,120   |
| 46,190  | FLEXTRONICS INTERNATIONAL ORD USD0.01              | 286,840   |
| 6,500   | FLOWSERVE CORP COM STK USD1.25                     | 956,540   |
| 5,900   | FLUSHING FINANCIAL CORP COM STK USD0.01            | 90,506    |
| 12,952  | FNB CORP PA COM STK USD0.01                        | 137,550   |
| 28,000  | FOOT LOCKER INC COM STK USD0.01                    | 899,360   |
| 5,150   | FOOT LOCKER INC COM STK USD0.01                    | 165,418   |
| 270     | FOOT LOCKER INC COM STK USD0.01                    | 8,672     |
| 9,605   | FORUM ENERGY TECHNOLOGIES INC USD0.01              | 237,724   |
| 9,300   | FOSSIL INC COM STK USD0.01                         | 865,830   |
| 77,300  | FOSTER WHEELER AG CHF3                             | 1,879,936 |
| 6,100   | FRANKLIN RESOURCES INC COM STK USD0.10             | 766,770   |
| 8,605   | FRESH DEL MONTE PRODUCE NV COM STK USD0.01         | 226,742   |
| 23,050  | FTI CONSULTING INC COM STK USD0.01                 | 760,650   |
| 7,500   | FULLER(H.B.)CO COM STK USD1                        | 261,150   |
| 18,100  | FULTON FINANCIAL CORP COM STK USD2.50              | 173,941   |
| 3,850   | G&K SERVICES INC USD0.50 A                         | 131,478   |
| 1,500   | G&K SERVICES INC USD0.50 A                         | 51,225    |
| 106,200 | GANNETT CO INC COM STK USD1                        | 1,933,902 |
| 25,200  | GAP INC COM STK USD0.05                            | 785,358   |
| 1,280   | GARDNER DENVER INC COM STK USD0.01                 | 87,680    |
| 17,719  | GENERAL CABLE CORP COM STK USD0.01                 | 538,835   |
| 1,500   | GEORGIA GULF CORP COM STK USD0.01                  | 61,920    |
| 20,552  | GILEAD SCIENCES INC COM STK USD0.001               | 1,509,544 |
| 19,000  | GLOBAL PAYMENTS INC COM STK USD0.001               | 860,700   |
| 2,900   | GLOBAL PAYMENTS INC COM STK USD0.001               | 131,370   |
| 6,500   | GLOBAL PAYMENTS INC COM STK USD0.001               | 294,450   |
| 22,070  | GLOBE SPECIALTY METALS INC USD0.0001               | 303,463   |
| 18,300  | GNC HLDGS INC USD0.001                             | 609,024   |
| 19,270  | GOLDMAN SACHS GROUP INC COM STK USD0.01            | 2,458,081 |
| 6,400   | GOLDMAN SACHS GROUP INC COM STK USD0.01            | 816,384   |
| 9,358   | GOOGLE INC COM STK USD0.001 CLS A                  | 6,638,284 |
| 4,400   | GRACO INC COM STK USD1                             | 226,556   |
| 22,300  | GRAND CANYON EDUCATION INC USD0.01                 | 523,381   |
| 2,645   | GRANITE CONSTRUCTION COM STK USD0.01               | 89,269    |
| 78,440  | GRAPHIC PACKAGING HLDG CO USD0.01                  | 506,722   |
| 10,015  | GREAT PLAINS ENERGY INC COM STK NPV                | 203,405   |
| 20,800  | GREAT PLAINS ENERGY INC COM STK NPV                | 422,448   |
| 4,008   | GREATBATCH INC COM STK USD0.001                    | 93,146    |
| 24,300  | GREEN MOUNTAIN COFFEE ROASTERS INC COM STK USD0.10 | 1,005,048 |
| 12,111  | GRIFFON CORP COM STK USD0.25                       | 138,792   |



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| 3,740 GROUP 1 AUTOMOTIVE INC COM STK NPV           | 231,843 |
| 6,715 GUESS INC COM STK USD0.01                    | 164,786 |
| 1,400 HANCOCK HOLDING CO COM STK USD3.33           | 44,436  |
| 12,595 HANGER INC USD0.01                          | 344,599 |
| 7,300 HANGER INC USD0.01                           | 199,728 |
| 2,940 HANOVER INSURANCE GROUP INC COM STK USD0.01  | 113,896 |
| 20,100 HARLEY DAVIDSON COM STK USD0.01             | 981,684 |
| 125,800 HARMONIC INC COM STK USD0.001              | 637,806 |
| 10,780 HARRIS CORP COM STK USD1                    | 527,789 |
| 9,057 HARRIS TEETER SUPERMARKETS INC NPV           | 350,596 |
| 18,393 HARSCO CORP COM STK USD1.25                 | 432,236 |
| 12,100 HARTE-HANKS INC COM STK USD1                | 71,390  |
| 35,200 HARTFORD FINANCIAL SERVICES GRP INC COM STK | 793,408 |
| 19,310 HATTERAS FINANCIAL CORP USD0.001            | 492,598 |
| 13,500 HCA HLDGS INC USD0.01                       | 407,295 |

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| 17,100 | HCC INSURANCE HLDG COM STK USD1                   | 639,113   |
| 9,818  | HEALTH CARE REIT INC COM STK USD1                 | 601,745   |
| 21,500 | HEALTH MANAGEMENT ASSOCIATES INC CLASS'A'COM STK  | 200,380   |
| 10,125 | HEIDRICK & STRUGGLES COM STK USD0.01              | 154,508   |
| 10,965 | HELIX ENERGY SOLUTIONS GROUP INC COM STK NPV      | 226,318   |
| 13,000 | HELMERICH & PAYNE INC COM STK USD0.10             | 728,130   |
| 27,600 | HELMERICH & PAYNE INC COM STK USD0.10             | 1,545,876 |
| 36,800 | HERBALIFE LTD                                     | 1,212,192 |
| 10,300 | HERCULES TECHNOLOGY GROWTH CAP INC USD1           | 114,639   |
| 44,500 | HEXCEL CORP COM STK USD0.01                       | 1,199,720 |
| 9,995  | HILLENBRAND INC NPV                               | 225,987   |
| 3,919  | HILL-ROM HOLDINGS INC COM STK NPV                 | 111,692   |
| 8,806  | HILLSHIRE BRANDS CO USD0.01                       | 247,795   |
| 15,400 | HOME DEPOT INC COM STK USD0.05                    | 952,490   |
| 14,000 | HUNT(J.B.)TRANSPORT SERVICES INC COM STK USD0.01  | 835,940   |
| 46,300 | HUNTINGTON BANCSHARES INC COM STK NPV             | 297,709   |
| 5,235  | HUNTINGTON INGALLS INDUSTRIES INC USD0.01 WI      | 226,885   |
| 18,300 | IAC/INTERACTIVE CORP COM STK USD0.001             | 865,590   |
| 18,600 | IAC/INTERACTIVE CORP COM STK USD0.001             | 879,780   |
| 16,300 | IAC/INTERACTIVE CORP COM STK USD0.001             | 770,990   |
| 13,900 | ICON PLC SPON ADR EACH 1 REP I SHR                | 385,864   |
| 61,700 | IGATE CORP COM STK USD0.01                        | 973,009   |
| 21,200 | ILLUMINA INC COM STK USD0.01                      | 1,178,508 |
| 32,600 | IMMUNOGEN INC COM STK USD0.01                     | 415,650   |
| 87,154 | INDUSTRIA DE DISENO TEXTIL SA UNSP ADR EACH REP   | 2,486,504 |
| 2,240  | INFINITY PROPERTY & CASUALTY CORP COM NPV         | 130,458   |
| 20,710 | INGRAM MICRO INC CLASS'A'COM STK USD0.01          | 350,413   |
| 4,200  | INGREDION INC USD0.01                             | 271,698   |
| 6,525  | INSIGHT ENTERPRISE INC COM STK USD0.01            | 113,339   |
| 9,600  | INSIGHT ENTERPRISE INC COM STK USD0.01            | 166,752   |
| 6,205  | INTEGRA LIFESCIENCES HLDGS CORP COM STK USD0.01   | 241,809   |
| 25,600 | INTEGRATED DEVICE TECHNOLOGY INC COM STK USD0.001 | 186,880   |
| 67,368 | INTEGRATED DEVICE TECHNOLOGY INC COM STK USD0.001 | 491,786   |
| 19,125 | INTERNATIONAL BUS MACH CORP COM STK USD0.20       | 3,663,394 |
| 7,700  | INTERNATIONAL BUS MACH CORP COM STK USD0.20       | 1,474,935 |
| 8,000  | INTERNATIONAL PAPER CO COM STK USD1               | 318,720   |
| 4,205  | INTERNATIONAL SPEEDWAY CORP CLASS'A'COM STK       | 116,142   |
| 26,100 | INTERXION HLDG NV EUR0.1                          | 620,136   |
| 28,713 | INTUIT INC COM STK USD0.01                        | 1,708,424 |
| 24,600 | INTUIT INC COM STK USD0.01                        | 1,463,700 |
| 64,900 | ION GEOPHYSICAL CORPORATION COM STK USD0.01       | 422,499   |
| 60,000 | ISIS PHARMACEUTICAL COM STK USD0.001              | 627,600   |
| 28,400 | ITT EDUCATIONAL SERVICES INC COM STK USD0.01      | 491,604   |
| 70,800 | JANUS CAPITAL GROUP INC COM STK USD0.01           | 603,216   |
| 17,325 | JANUS CAPITAL GROUP INC COM STK USD0.01           | 147,609   |
| 78,400 | JDS UNIPHASE CORP COM STK USD0.008                | 1,061,536 |
| 45,997 | JDS UNIPHASE CORP COM STK USD0.008                | 622,799   |
| 16,000 | JOHNSON & JOHNSON COM STK USD1                    | 1,121,600 |
| 15,200 | JOY GLOBAL INC COM STK USD1                       | 969,456   |
| 47,398 | JPMORGAN CHASE & CO COM STK USD1                  | 2,084,090 |

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| 18,200 | JPMORGAN CHASE & CO COM STK USD1        | 800,254   |
| 20,200 | KANSAS CITY SOUTHERN COM STK USD0.01    | 1,686,296 |
| 14,660 | KAR AUCTION SERVICES INC USD0.01        | 296,718   |
| 28,500 | KBR INC COM STK USD0.001                | 852,720   |
| 5,065  | KENNAMETAL INC CAP STK USD1.25          | 202,600   |
| 6,000  | KENNAMETAL INC CAP STK USD1.25          | 240,000   |
| 85,700 | KEYCORP COM STK USD1                    | 721,594   |
| 13,300 | KIMBERLY-CLARK CORP COM STK USD1.25     | 1,132,761 |
| 17,047 | KINDRED HEALTHCARE INC COM STK USD0.25  | 184,449   |
| 10,975 | KNOLL INC COM STK USD1                  | 168,576   |
| 19,539 | KRAFT FOODS GROUP INC NPV               | 898,208   |
| 2,600  | LAKELAND FINANCIAL CORP COM STK USD0.01 | 67,184    |
| 67,850 | LAM RESEARCH CORP COM STK USD0.001      | 2,451,421 |
| 2,875  | LANDSTAR SYSTEMS INC COM STK USD0.01    | 150,823   |
| 56,700 | LAS VEGAS SANDS CORP COM STK USD0.001   | 2,617,272 |

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| 7,673 LA-Z-BOY INC COM STK USD1                          | 108,573   |
| 7,310 LEAR CORP COM NEW WI                               | 342,400   |
| 22,000 LENNAR CORP COM STK USD0.10                       | 850,740   |
| 39,566 LEVEL 3 COMMUNICATIONS INC USD0.01                | 914,370   |
| 12,065 LEXMARK INTERNATIONAL INC CLASS'A'COM STK USD0.01 | 279,787   |
| 4,400 LEXMARK INTERNATIONAL INC CLASS'A'COM STK USD0.01  | 102,036   |
| 11,800 LIBERTY MEDIA CORP-LIBERTY CAPITAL                | 1,368,918 |
| 9,500 LIFE TECHNOLOGIES CORP COM                         | 466,260   |
| 2,457 LIFE TIME FITNESS INC COM STK USD0.02              | 120,909   |
| 6,260 LIFEPOINT HOSPITALS INC COM STK USD0.01            | 236,315   |
| 21,800 LILLY(ELI)& CO COM STK NPV                        | 1,075,176 |
| 30,400 LINCOLN NATIONAL CORP COM STK USD1.25             | 787,360   |
| 35,702 LINCOLN NATIONAL CORP COM STK USD1.25             | 924,682   |
| 22,237 LINKEDIN CORP USD0.0001 A                         | 2,553,252 |
| 30,455 LIVE NATION ENTERTAINMENT INC COM STK USD0.01     | 283,536   |
| 132,400 LSI CORPORATION COM STK USD0.01                  | 937,392   |
| 32,195 LSI CORPORATION COM STK USD0.01                   | 227,941   |
| 1,300 LTC PROPERTIES INC COM STK USD0.01                 | 45,747    |
| 26,595 LULULEMON ATHLETICA INC USD0.005                  | 2,027,337 |
| 4,400 M & T BANK CORP COM STK USD5                       | 433,268   |
| 2,000 MACK CALI REALTY CORP COM STK USD0.01              | 52,220    |
| 12,400 MADISON SQUARE GARDEN CO/THE                      | 549,940   |
| 66,650 MAIDEN HLDGS LTD USD0.01                          | 612,514   |
| 19,700 MANPOWER INC                                      | 836,068   |
| 10,825 MANPOWER INC                                      | 459,413   |
| 10,990 MASTERCARD INC COM STK                            | 5,399,167 |
| 24,300 MATTEL INC COM STK USD1                           | 889,866   |
| 3,640 MATTHEWS INTL CORP CLASS'A'COM STK USD1            | 116,844   |
| 72,319 MAXIM INTEGRATED PRODUCTS COM STK USD0.001        | 2,126,179 |
| 2,805 MAXIMUS INC COM STK NPV                            | 177,332   |
| 5,776 MB FINANCIAL INC COM STK USD0.01                   | 114,076   |
| 37,300 MCDERMOTT INTERNATIONAL INC COM STK USD1          | 411,046   |
| 12,700 MCKESSON CORP COM STK USD0.01                     | 1,233,932 |
| - MEAD JOHNSON NUTRITION USD0.01                         | 1,143     |
| 24,700 MEADWESTVACO CORPORATION COM NPV                  | 787,189   |
| 15,500 MEDICINES CO COM STK USD0.001                     | 371,535   |
| 6,785 MENS WEARHOUSE INC COM STK USD0.01                 | 211,421   |
| 24,500 MERCK & CO INC(NEW) COM STK USD0.50               | 1,013,565 |
| 21,100 METLIFE INC COM STK USD0.01                       | 695,034   |
| 64,425 MFA FINANCIAL INC COM STK USD0.01                 | 535,372   |
| 56,500 MFA FINANCIAL INC COM STK USD0.01                 | 469,515   |
| 8,900 MICHAEL KORS HLDGS LTD NPV                         | 454,167   |
| 48,400 MICROSOFT CORP COM STK USD0.00000625              | 1,293,732 |
| 31,500 MILLER(HERMAN) INC COM STK USD0.20                | 674,730   |
| 5,800 MINERALS TECHNOLOGIES INC COM STK USD0.10          | 231,536   |
| 6,800 MOHAWK INDUSTRIES COM STK USD0.01                  | 615,196   |
| 66,620 MONDELEZ INTL INC NPV A                           | 1,705,472 |
| 45,806 MONSANTO CO COM STK USD0.01                       | 4,335,538 |
| 16,800 MOODYS CORP COM STK USD1                          | 845,376   |
| 5,500 MOOG INC CLASS'A'(LIM.V)USD1                       | 225,665   |

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| 119,480 | MORGAN STANLEY COM STK USD0.01          | 2,284,458 |
| 32,900  | MOSAIC CO(THE) USD0.01                  | 1,863,127 |
| 22,885  | MRC GLOBAL INC USD0.01                  | 635,745   |
| 2,300   | MUELLER INDUSTRIES INC COM STK USD0.01  | 115,069   |
| 11,600  | MURPHY OIL CORP COM USD1                | 690,780   |
| 3,900   | MYERS INDUSTRIES INC COM STK NPV        | 59,085    |
| 31,400  | MYLAN INC COM STK USD0.50               | 862,872   |
| 41,500  | MYRIAD GENETICS INC COM STK USD0.01     | 1,130,875 |
| 45,900  | NABORS INDUSTRIES COM STK USD0.001      | 663,255   |
| 16,000  | NATIONSTAR MTG HLDGS INC USD0.01        | 495,680   |
| 32,695  | NAVIGANT CONSULTING INC USD0.001        | 364,876   |
| 14,395  | NAVIGANT CONSULTING INC USD0.001        | 160,648   |
| 21,100  | NETAPP INC COM STK NPV                  | 707,905   |
| 25,500  | NEWFIELD EXPLORATION CO COM STK USD0.01 | 682,890   |
| 47,600  | NII HOLDINGS INC COM STK USD0.001       | 339,388   |

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| 74,536  | NIKE INC CLASS'B'COM STK NPV                     | 3,846,058 |
| 29,000  | NORTH AMERICAN ENERGY PARTNERS COM NPV           | 98,600    |
| 21,400  | NORTHROP GRUMMAN CORP COM STK USD1               | 1,446,212 |
| 3,400   | NORTHROP GRUMMAN CORP COM STK USD1               | 229,772   |
| 16,797  | NOVO-NORDISK AS ADR EACH REPR 1 CLS'B'           | 2,741,438 |
| 25,300  | NRG ENERGY INC COM STK USD0.01                   | 581,647   |
| 8,855   | NU SKIN ENTERPRISES INC CLASS'A'COM STK USD0.001 | 328,078   |
| 29,200  | NV ENERGY INC COM STK USD0.01                    | 529,688   |
| 26,255  | NVIDIA CORP COM STK USD0.001                     | 322,674   |
| 8,600   | OCCIDENTAL PETROLEUM CORP COM USD0.20            | 658,846   |
| 27,360  | OCWEN FINANCIAL CORP COM STK USD0.01             | 946,382   |
| 5,700   | OLD DOMINION FREIGHT LINE INC COM STK USD0.10    | 195,396   |
| 8,700   | OMEGA HEALTHCARE INVESTORS COM STK USD0.10       | 207,495   |
| 14,145  | OMNICARE INC COM STK USD1                        | 510,635   |
| 33,510  | ON SEMICONDUCTOR CORP COM STK USD0.01            | 236,246   |
| 26,700  | ONYX PHARMACEUTICALS COM STK USD0.001            | 2,016,651 |
| 41,600  | ORACLE CORP USD0.01                              | 1,386,112 |
| 145,200 | ORIENT EXPRESS HOTELS LTD CLS'A'COM STK USD0.01  | 1,697,388 |
| 8,515   | OWENS & MINOR INC COM STK USD2                   | 242,763   |
| 2,400   | OXFORD INDUSTRIES INC COM STK USD1               | 111,264   |
| 17,500  | PACKAGING CORP OF AMERICA COM STK USD0.01        | 673,225   |
| 32,800  | PALL CORP COM STK USD0.10                        | 1,976,528 |
| 10,838  | PANERA BREAD CO CLASS'A'COM STK USD0.0001        | 1,721,400 |
| 8,700   | PANTRY INC COM STK USD0.01                       | 105,531   |
| 9,100   | PARAMETRIC TECHNOLOGY CORP NEW COM STK USD0.01   | 204,841   |
| 5,725   | PAREXEL INTERNATIONAL CORP COM STK USD0.01       | 169,403   |
| 9,850   | PARKER-HANNIFIN CORP COM STK USD0.50             | 837,841   |
| 5,050   | PARTNERRE USD1                                   | 406,475   |
| 2,605   | PBF ENERGY INC USD0.001 A                        | 75,675    |
| 15,300  | PEP BOYS MANNY MOE & JACK COM STK USD1           | 150,399   |
| 13,121  | PERRIGO CO COM STK NPV                           | 1,364,978 |
| 44,700  | PFIZER INC COM STK USD0.05                       | 1,121,076 |
| 14,000  | PG&E CORP COM STK NPV                            | 568,890   |
| 24,455  | PHH CORP COM STK NPV                             | 556,351   |
| 10,900  | PHH CORP COM STK NPV                             | 247,975   |
| 8,200   | PHILLIPS VAN HEUSEN CORP COM STK USD1            | 910,282   |
| 7,300   | PIER 1 IMPORTS INC COM STK USD1                  | 146,000   |
| 9,900   | PINNACLE WEST CAPITAL CORP COM STK USD2.50       | 504,702   |
| 12,500  | PINNACLE WEST CAPITAL CORP COM STK USD2.50       | 637,250   |
| 76,400  | PITNEY BOWES INC COM STK USD1                    | 812,896   |
| 3,500   | PLANTRONICS INC COM STK USD0.01                  | 129,045   |
| 13,810  | PLATINUM UNDERWRITERS HLDGS LTD SHS              | 635,260   |
| 3,300   | PLATINUM UNDERWRITERS HLDGS LTD SHS              | 151,800   |
| 14,500  | PNM RESOURCES INC COM STK USD5                   | 297,395   |
| 10,300  | POLARIS INDUSTRIES INC COM STK USD0.01           | 866,745   |
| 16,600  | POLARIS INDUSTRIES INC COM STK USD0.01           | 1,396,890 |
| 2,300   | PPG INDUSTRIES INC COM STK USD1.666              | 311,305   |
| 22,383  | PRECISION CASTPARTS CORP COM NPV                 | 4,239,788 |
| 14,900  | PRECISION CASTPARTS CORP COM NPV                 | 2,822,358 |
| 3,995   | PRICELINE.COM INC COM STK USD0.008               | 2,481,694 |

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| 29,400 | PRINCIPAL FINANCIAL GROUP COM STK USD0.01       | 838,488   |
| 7,120  | PROGRESS SOFTWARE CORP COM STK USD0.01          | 149,449   |
| 4,099  | PROSPERITY BANCSHARES INC COM STK USD1          | 172,158   |
| 13,200 | PRUDENTIAL FINANCIAL INC COM STK USD0.01        | 703,956   |
| 15,800 | PUBLIC SERVICE ENTERPRISE GROUP INC COM STK NPV | 483,480   |
| 46,900 | PULTE GROUP INC COM STK USD0.01                 | 851,704   |
| 15,400 | QEP RESOURCES INC USD0.01                       | 466,158   |
| 13,179 | QUALCOMM INC COM STK USD0.0001                  | 817,362   |
| 26,698 | RACKSPACE HOSTING INC COM STK USD0.001          | 1,982,860 |
| 16,802 | RALPH LAUREN CORP USD0.01 A                     | 2,518,956 |
| 36,300 | RAYMOND JAMES FINANCIAL INC COM STK USD0.01     | 1,403,721 |
| 8,525  | RAYMOND JAMES FINANCIAL INC COM STK USD0.01     | 329,662   |
| 26,300 | RAYTHEON CO COM STK USD0.01                     | 1,526,978 |
| 44,596 | RED HAT USD0.0001                               | 2,361,804 |
| 3,000  | REGENERON PHARMACEUTICALS INC COM STK USD0.001  | 513,210   |



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| 21,100  | REGENERON PHARMACEUTICALS INC COM STK USD0.001 | 3,609,577 |
| 99,600  | REGIONS FINANCIAL CORP (NEW) COM STK USD0.01   | 710,148   |
| 7,200   | REGIS CORP COM STK USD0.05                     | 121,824   |
| 6,520   | REINSURANCE GROUP OF AMERICA USD0.01           | 348,950   |
| 3,100   | REINSURANCE GROUP OF AMERICA USD0.01           | 165,912   |
| 4,900   | RELIANCE STEEL & ALUMINIUM COM STK NPV         | 304,290   |
| 2,375   | RENAISSANCERE HLDGS COM STK USD1               | 192,993   |
| 9,955   | RENT-A-CENTER INC COM STK USD0.01              | 344,144   |
| 172,950 | RF MICRO DEVICES INC COM STK NPV               | 774,816   |
| 23,200  | ROBERT HALF INTERNATIONAL INC COM STK USD1     | 738,224   |
| 1,875   | ROCK-TENN CO CLASS'A'COM STK USD0.01           | 131,081   |
| 10,215  | ROPER INDUSTRIES INC COM STK USD0.01           | 1,138,768 |
| 10,275  | ROSETTA RESOURCES INC USD0.001                 | 466,074   |
| 7,400   | ROSS STORES INC COM STK USD0.01                | 400,710   |
| 38,000  | ROWAN COMPANIES PLC SHS CL A                   | 1,188,260 |
| 55,400  | ROYAL CARIBBEAN CRUISES COM STK USD0.01        | 1,883,600 |
| 10,400  | ROYAL DUTCH SHELL ADR EACH REPR 2'A/SHS        | 717,080   |
| 30,600  | RTI INTERNATIONAL METALS INC COM STK USD0.01   | 843,336   |
| 22,200  | RUBY TUESDAY INC COM USD0.01                   | 174,492   |
| 3,700   | RYDER SYSTEM INC COM STK USD0.50               | 184,741   |
| 4,900   | S & T BANCORP INC COM STK USD2.50              | 88,543    |
| 69,400  | SAFEWAY INC COM STK USD0.01                    | 1,255,446 |
| 60,000  | SAKS INC COM STK USD0.10                       | 630,600   |
| 23,167  | SALESFORCE.COM INC COM STK USD0.001            | 3,894,373 |
| 10,300  | SALIX PHARMACEUTICALS LTD COM NPV              | 416,944   |
| 25,500  | SANOFI ADR ECH REP 1/2 ORD EUR2 SPON           | 1,208,190 |
| 17,600  | SAP AG ADR EACH 1 REP 1 COM NPV(SPONS)LEVEL II | 1,414,688 |
| 40,655  | SCHLUMBERGER COM STK USD0.01                   | 2,828,165 |
| 86,200  | SEACHANGE INTERNATIONAL INC COM STK USD0.01    | 833,554   |
| 5,000   | SEACOR HLDGS INC COM STK USD0.01               | 419,000   |
| 46,900  | SEATTLE GENETICS INC COM STK USD0.01           | 1,088,080 |
| 38,720  | SELECT MEDICAL HLDGS CORP USD0.001             | 365,130   |
| 4,680   | SEMGROUP CORP COM STK 'CLS A'                  | 182,894   |
| 3,150   | SENSIENT TECHNOLOGIES CORP COM STK USD0.10     | 112,014   |
| 18,950  | SERVICE CORPORATION INTERNATIONAL COM STK USD1 | 261,700   |
| 22,100  | SHAW GROUP INC COM STK NPV                     | 1,030,081 |
| 27,816  | SHIRE PLC                                      | 2,564,079 |
| 5,000   | SIGNET JEWELERS LTD COM STK USD0.18            | 267,000   |
| 7,115   | SILVER BAY REALTY TRUST CORP USD0.001          | 133,975   |
| 78,500  | SINCLAIR BROADCAST GROUP INC CLASS'A'COM STK   | 990,670   |
| 6,855   | SKECHERS USA INC CLASS'A'COM STK USD0.001      | 126,818   |
| 45,700  | SLM CORP COM STK USD0.20                       | 782,841   |
| 15,825  | SLM CORP COM STK USD0.20                       | 271,082   |
| 2,280   | SM ENERGY CO                                   | 119,039   |
| 21,297  | SONOCO PRODUCTS CO COM STK NPV                 | 633,160   |
| 28,600  | SOTHEBYS INC CLASS'A'LIM.V COM STK USD0.10 BR  | 961,532   |
| 10,500  | SOUTHWESTERN ENERGY CO USD0.01                 | 350,805   |
| 9,200   | SPARTAN STORES INC COM STK USD0.01             | 141,312   |
| 31,946  | SPLUNK INC USD0.001                            | 927,073   |
| 24,500  | ST JUDE MEDICAL INC COM STK USD0.10            | 891,318   |



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| 12,497 | STAG INDUSTRIAL INC USD0.01               | 227,945   |
| 2,285  | STANCORP FINANCIAL GROUP COM STK NPV      | 83,791    |
| 6,798  | STANDEX INTERNATIONAL CORP COM STK USD1.5 | 348,669   |
| 66,800 | STEELCASE INC COM STK NPV                 | 851,032   |
| 4,900  | STERIS CORP COM STK NPV                   | 170,177   |
| 3,975  | STIFEL FINANCIAL CORP COM STK USD0.15     | 127,081   |
| 83,000 | STILLWATER MINING CO COM STK USD0.01      | 1,060,740 |
| 26,800 | SUNTRUST BANKS INC COM STK USD1           | 759,780   |
| 4,450  | SVB FINANCIAL GROUP COM STK USD0.001      | 249,067   |
| 7,875  | SWIFT ENERGY CO COM STK USD0.01           | 121,196   |
| 2,300  | SY BANCORP INC COM STK NPV                | 51,566    |
| 9,575  | SYKES ENTERPRISES INC COM STK USD0.01     | 145,732   |
| 8,856  | SYKES ENTERPRISES INC COM STK USD0.01     | 134,788   |
| 10,525 | SYMETRA FINANCIAL CORP USD0.01            | 136,615   |
| 12,120 | SYMMETRY MEDICAL INC COM STK USD0.0001    | 127,502   |

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| 8,725 SYNEX CORP COM STK USD0.001                         | 299,966   |
| 61,100 TALISMAN ENERGY INC COM NPV                        | 692,263   |
| 65,910 TCF FINANCIAL COM STK USD0.01                      | 800,807   |
| 22,205 TD AMERITRADE HOLDING CORP COM STK USD0.01         | 373,266   |
| 8,300 TECK RESOURCES LTD CLASS'B'SUB-VTG COM NPV          | 305,503   |
| 30,700 TECO ENERGY INC COM STK USD1                       | 514,532   |
| 24,300 TELEPHONE & DATA SYSTEMS INC USD0.01               | 538,002   |
| 4,395 TELETECH HLDGS COM STK USD0.01                      | 78,231    |
| 9,035 TEMPUR PEDIC INTERNATIONAL INC COM STK USD0.01      | 284,512   |
| 15,157 TERADATA CORP DEL COM                              | 938,067   |
| 17,465 TERADYNE INC COM STK USD0.125                      | 294,984   |
| 11,260 TEREX CORP COM STK USD0.01                         | 316,519   |
| 8,620 THOR INDUSTRIES COM STK USD0.10                     | 322,647   |
| 21,200 TIBCO SOFTWARE INC COM STK USD0.001                | 466,612   |
| 5,500 TIDEWATER INC COM STK USD0.10                       | 245,740   |
| 19,300 TIMKEN CO COM STK NPV                              | 923,119   |
| 40,109 TJX COS INC COM STK USD1                           | 1,702,627 |
| 1,200 TOMPKINS FINANCIAL CORP COM STK USD0.10             | 47,568    |
| 4,105 TORCHMARK CORP COM STK USD1                         | 212,105   |
| 13,800 TOTAL S.A ADR EACH CNV INTO 1 SHR                  | 726,714   |
| 10,200 TOWERS WATSON & CO CLASS A USD0.01                 | 573,342   |
| 8,275 TOWERS WATSON & CO CLASS A USD0.01                  | 465,138   |
| 6,096 TRANSDIGM GROUP INC USD0.01                         | 831,251   |
| 15,000 TRANSOCEAN LTD CHF15                               | 669,750   |
| 10,200 TRAVELERS COS INC/THE                              | 732,564   |
| 44,900 TRIMBLE NAVIGATION COM STK NPV                     | 2,684,122 |
| 124,800 TRIQUINT SEMI CONDUCTOR INC COM STK USD0.001      | 604,032   |
| 18,400 TRW AUTOMOTIVE HLDGS CORP COM STK USD0.01          | 986,424   |
| 5,310 TRW AUTOMOTIVE HLDGS CORP COM STK USD0.01           | 284,669   |
| 56,300 TW TELECOM INC CLS'A' COM STK USD0.01              | 1,433,961 |
| 83,285 TWO HARBORS INVESTMENT CORP USD0.0001              | 968,605   |
| 8,300 UGI CORP COM NPV                                    | 273,734   |
| 38,533 UNIFI INC USD0.1                                   | 501,314   |
| 17,805 UNION PACIFIC CORP COM STK USD2.50                 | 2,250,730 |
| 2,900 UNITED BANKSHARES INC COM STK USD2.50               | 71,427    |
| 16,200 UNITED STATES CELLULAR CORP COM STK USD1           | 570,888   |
| 15,400 UNITED STATES STEEL CORP COM STK USD1              | 367,598   |
| 12,972 UNITED STATIONERS INC COM STK USD0.10              | 403,818   |
| 27,771 UNITED TECHNOLOGIES CORP COM STK USD1              | 2,277,500 |
| 49,147 UNITEDHEALTH GROUP INC COM STK USD0.01             | 2,665,733 |
| 20,400 UNITEDHEALTH GROUP INC COM STK USD0.01             | 1,106,496 |
| 5,410 UNIVERSAL CORP COM STK NPV                          | 270,013   |
| 12,100 UNIVERSAL HEALTH SERVICES INC CLASS'B' COM USD0.01 | 585,035   |
| 2,700 UNS ENERGY CORP NPV                                 | 114,534   |
| 37,000 UNUM GROUP COM                                     | 770,340   |
| 5,725 URS CORP COM STK USD0.01                            | 225,909   |
| 38,243 URS CORP COM STK USD0.01                           | 1,509,069 |
| 35,403 US AIRWAYS GROUP INC                               | 477,941   |
| 11,875 UTI WORLDWIDE INC ORD NPV                          | 159,125   |
| 6,035 VALASSIS COMMUNICATIONS INC COM STK USD0.01         | 157,453   |

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| 20,400 | VALERO ENERGY CORP(NEW) USD0.01       | 696,048   |
| 19,849 | VALIDUS HOLDING LTD COM STK USD0.175  | 686,391   |
| 31,900 | VALSPAR CORP COM STK USD0.50          | 1,990,560 |
| 7,070  | VCA ANTECH INC COM STK USD0.01        | 148,824   |
| 8,400  | VECTREN CORP COM NPV                  | 246,960   |
| 9,900  | VERIFONE SYSTEMS INC                  | 293,832   |
| 47,645 | VERTEX PHARMACEUTICAL COM STK USD0.01 | 1,998,231 |
| 4,400  | VF CORP COM STK NPV                   | 664,268   |
| 5,818  | VIAD CORP COM STOCK USD1.5            | 158,599   |
| 25,356 | VISA INC USD0.0001 'A'                | 3,843,462 |
| 72,000 | VISHAY INTL USD0.10                   | 765,360   |
| 35,754 | VMWARE INC CLS'A'COM STK USD0.01      | 3,365,882 |
| 40,400 | WADDELL & REED FINL INC CL A          | 1,406,728 |
| 39,500 | WADDELL & REED FINL INC CL A          | 1,375,390 |
| 7,139  | WADDELL & REED FINL INC CL A          | 248,580   |

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| 50,033 WALT DISNEY (HLDG) CO DISNEY COM STK USD0.01 | 2,491,143      |
| 25,190 WALTER INVESTMENT MANAGEMENT CORP USD0.01    | 1,083,674      |
| 6,500 WATERS CORP COM STK USD0.01                   | 566,280        |
| 52,100 WEB.COM GROUP INC                            | 771,080        |
| 34,300 WERNER ENTERPRISES INC COM STK USD0.01       | 743,281        |
| 17,400 WESCO INTERNATIONAL INC COM STK USD0.01      | 1,173,282      |
| 3,120 WESCO INTERNATIONAL INC COM STK USD0.01       | 210,382        |
| 800 WESTAMERICA BANCORP COM STK NPV                 | 34,072         |
| 39,500 WESTERN UNION COMPANY (THE) COM STK USD0.01  | 537,595        |
| 16,200 WEX INC USD0.01                              | 1,220,994      |
| 26,100 WHITING PETROLEUM CORP COM STK USD0.001      | 1,131,957      |
| 34,332 WHOLE FOODS MARKET INC COM STK NPV           | 3,135,542      |
| 5,065 WILLIS GROUP HLDGS PLC ORD SHS USD0.000115    | 171,197        |
| 2,800 WORKDAY INC USD0.001                          | 152,600        |
| 6,745 WORLD FUEL SERVICES CORP COM STK USD0.01      | 277,945        |
| 1,300 WSFS FINANCIAL CORP COM STK USD0.01           | 54,925         |
| 16,500 WYNDHAM WORLDWIDE USD0.01                    | 877,965        |
| 12,700 WYNDHAM WORLDWIDE USD0.01                    | 675,767        |
| 37,781 YUM BRANDS INC COM STK NPV                   | 2,508,658      |
| 17,700 ZIMMER HOLDINGS INC COM STK USD0.01          | 1,183,068      |
| Total Corporate Stock                               | \$ 494,382,946 |

Corporate Debt Securities

|  |            |
|--|------------|
| 125,000 ALTRIA GROUP INC 8.5% NTS 10/NOV/2013 USD1000      | \$ 134,688 |
| 100,000 AMERICAN EXPRESS CO 7.25% LN STK 20/MAY/2014       | 109,646    |
| 50,000 ANADARKO PETROLEUM CORP 5.95% SNR NTS 15/SEP/2016   | 58,433     |
| 85,000 ARCELORMITTAL SA 4.5% BDS 25/FEB/2017 USD1000       | 87,288     |
| 350,000 BANK OF AMERICA CORP 5.65% BDS 01/MAY/2018 USD5000 | 410,501    |
| 150,000 BANK OF AMERICA CORP FLTG RATE NTS 15/JUN/2016     | 143,247    |
| 200,000 BANK OF NEW YORK MELLON CORP 1.7% BDS 24/NOV/2014  | 204,887    |
| 75,000 BARCLAYS BANK PLC 5.00% BDS 22/SEP/2016 USD1000     | 85,098     |
| 170,000 BARNABAS HEALTH SYSTEM TAX REV BD 28 01/JUL/2028   | 165,259    |
| 175,654 BAYVIEW COMMERCIAL ASSET TRUST 2005-3A A1 VAR      | 137,760    |
| 104,810 BAYVIEW COMMERCIAL ASSET TRUST 2005-4 A-2 14       | 76,667     |
| 125,000 BEAR STEARNS CO 7.25% BDS 01/FEB/2018 USD1000      | 160,406    |
| 170,000 BEAR STEARNS COMM MTG SEC 2005-T20 A4A             | 189,340    |
| 125,000 BERKSHIRE HATHAWAY FINANCE CORP 5% GTD SNR NTS     | 130,917    |
| 25,000 BERKSHIRE HATHAWAY FINANCE CORP 5.4% SNR NOTE       | 30,244     |
| 125,000 BOSTON PROPERTIES INC 5.875% BDS 15/OCT/2019       | 150,601    |
| 120,000 CATHOLIC HEALTH INITIATIVE 4.35% BDS 01/NOV/2042   | 123,264    |
| 100,000 CENTERPOINT ENERGY RESOURCES SR NT 6.25%           | 126,908    |
| 100,000 CHASE CAPITAL VI FLTG RATE NTS 01/AUG/2028 USD1000 | 82,223     |
| 50,000 CITIGROUP INC 5.30% 07/JAN/2016                     | 56,595     |
| 100,000 CITIGROUP INC 6% NTS 15/AUG/2017 USD1000           | 120,081    |
| 125,000 CITIGROUP INC 6.125% NTS 15/MAY/2018 USD1000       | 150,780    |
| 45,000 CITIGROUP INC 8.125% BDS 15/JUL/2039 USD1000        | 69,056     |
| 85,000 CITIGROUP INC SR NT FLT 18 15/MAY/2018              | 85,886     |
| 75,000 COCA-COLA ENTERPRISES INC 7.375% NTS 03/MAR/2014    | 82,774     |
| 75,000 COMCAST CORP 5.875% BD 15/FEB/2018 USD1000          | 92,043     |
| 75,000 COMCAST CORP 6.4% BDS 01/MAR/2040 USD2000           | 98,749     |

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| 250,000 | COMMONWEALTH BANK OF AUSTRALIA 1.95% BDS           | 257,957 |
| 15,214  | CONTINENTAL AIRLINES INC 7.707% BDS 02/OCT/2022    | 17,481  |
| 107,180 | CONTINENTAL AIRLINES INC 9% BDS 08/JUL/2016        | 128,696 |
| 53,676  | CONTINENTAL AIRLINES PASS THRU TST 5.983% CMO      | 60,421  |
| 125,000 | COOPERATIEVE CENTRALE RAIFFEIS SR NT 3.375%        | 136,184 |
| 125,000 | CREDIT SUISSE AG 5.5% BDS 01/MAY/2014 USD1000      | 134,145 |
| 75,000  | DAIMLERCHRYSLER NA HOLDINGS CORPORATION 6.5%       | 79,353  |
| 168,540 | DBRR CMBS RE-REMIC 0.946% MTG BDS 25/SEP/2045 USD  | 168,610 |
| 150,000 | EL PASO ELECTRIC CO 3.3% BDS 15/DEC/2022 USD1000   | 149,383 |
| 100,000 | ENTERGY TEX INC 3.6% BDS 01/JUN/2015 USD1000       | 105,130 |
| 100,000 | ERP OPERATING FLTG RTE NTS 13/APR/2015 USD1000     | 113,484 |
| 100,000 | FIRST CHICAGO NBD CORP FLTG RATE NOTES 01/FEB/2027 | 82,127  |
| 75,000  | GENERAL ELEC CAP CORP 5.50% 08/JAN/2020            | 90,761  |
| 100,000 | GENERAL ELECTRIC CAPITAL CORP 3.15% BDS            | 103,167 |
| 75,000  | GENERAL ELECTRIC CAPITAL CORP 4.8% MTN 01/MAY/2013 | 76,692  |

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| 100,000 | GENERAL ELECTRIC CAPITAL CORP 5.875% BDS           | 123,351 |
| 75,000  | GENERAL ELECTRIC CAPITAL CORP 6.875% BDS           | 104,397 |
| 100,000 | GENERAL ELECTRIC CAPITAL CORP FLTG RATE MTN        | 86,657  |
| 125,000 | GOLDMAN SACHS GROUP INC 5.375% 15/MAR/2020         | 145,232 |
| 50,000  | GOLDMAN SACHS GROUP INC 6.00% 15/JUN/2020          | 59,544  |
| 175,000 | GOLDMAN SACHS GROUP INC 6.15% BDS 01/APR/2018      | 208,275 |
| 170,000 | GS RPM MTG LN TR 3.707% BDS 10/AUG/2044 USD        | 189,205 |
| 185,000 | HCP INC BDS 15/SEP/2016 USD1000                    | 216,903 |
| 125,000 | HEALTH CARE REIT INC 6.125% BDS 15/APR/2020        | 148,017 |
| 50,000  | HEALTHCARE REALTY TRUST INC 6.5% SNR NTS           | 58,650  |
| 120,000 | HSBC HLDGS 4.875% BDS 14/JAN/2022 USD1000          | 141,982 |
| 50,000  | IUNITED DOMINION RLTY TR                           | 54,950  |
| 75,000  | JOHN DEERE CAPITAL CORP 4.9% MTN 09/SEP/2013       | 78,455  |
| 50,000  | JP MORGAN CHASE BK NEW YORK NY 6% BDS 01/OCT/2017  | 59,942  |
| 75,000  | JPMORGAN CHASE & CO 4.5% GTD SUB NTS 24/JAN/2022   | 86,315  |
| 100,000 | JPMORGAN CHASE & CO FR CAP SECS 'U' 15/JAN/2087    | 77,201  |
| 140,000 | KAISER FOUNDATION HOSPITAL 4.875% BDS 01/APR/2042  | 160,761 |
| 150,000 | KOREA DEVELOPMENT BANK 8% BDS 23/JAN/2014 USD1000  | 166,013 |
| 75,000  | KROGER CO 7.5% BDS 15/JAN/2014 USD1000             | 82,818  |
| 100,000 | LIBERTY PROP LP 53117CAJ1 5.125 02/MAR/2015        | 108,005 |
| 420,000 | LLOYDS BANK PLC CORPORATE COMMERCIAL PAPER         | 419,851 |
| 75,000  | MCKESSON HBOC INC 5.7% BDS 01/MAR/2017 USD1000     | 90,029  |
| 75,000  | MIDAMERICAN ENERGY HLDGS 6.125% BDS 01/APR/2036    | 95,824  |
| 125,000 | MORGAN STANLEY 5.45% NTS 09/JAN/2017 USD1000       | 141,577 |
| 125,000 | MORGAN STANLEY 6.6250% 01/APR/2018                 | 149,392 |
| 50,000  | MORGAN STANLEY 7.3% BDS 13/MAY/2019 USD100000      | 61,248  |
| 220,000 | MORGAN STANLEY CAPITAL I TRUST FR CMO 12/NOV/2049  | 256,205 |
| 50,000  | NBC UNIVERSAL MEDIA LLC 5.150% SNR NT 30/APR/2020  | 59,709  |
| 135,151 | NCUA GTD NTS MASTER TRUST VAR MTG BDS 08/DEC/2020  | 135,902 |
| 237,032 | NCUA GTD NTS TRUST 2010-R1 FR MTG BDS 07/OCT/2020  | 238,035 |
| 150,382 | NCUA GTD NTS TRUST 2010-R2 VAR MTG BDS 05/NOV/2020 | 150,973 |
| 328,857 | NCUA GTD NTS TRUST 2011-R1 VAR MTG BDS 08/JAN/2020 | 329,323 |
| 297,054 | NCUA GTD NTS TRUST 2011-R2 VAR MTG BDS 06/FEB/2020 | 297,836 |
| 213,440 | NCUA GTD NTS TST 2 FR CMO 06/NOV/2017 USD1000      | 213,998 |
| 116,857 | NCUA GUARANTEED NOTES TRUST 2010-R3 II-A VARIABLE  | 117,507 |
| 286,416 | NCUA GUARANTEED NOTES TRUST 2011-C1 II-A VARIABLE  | 287,374 |
| 25,000  | NEWS AMERICA INC 6.15% SNR NTS 01/MAR/2037 USD1000 | 31,194  |
| 125,000 | NORTH SHORE LONG I 4.8% BDS 01/NOV/2042 USD        | 132,540 |
| 100,000 | PANHANDLE EASTERN PIPE LINE CO 7% SNR NTS          | 122,159 |
| 25,000  | PETROBRAS INTERNATIONAL FINANCE 6.875% BDS         | 32,528  |
| 75,000  | PETROBRAS INTERNATIONAL FINANCE 7.875% GTD BDS     | 95,420  |
| 100,000 | PRUDENTIAL FINANCIAL INC 6.625% 21/JUN/2040        | 125,823 |
| 125,000 | PUBLIC SVC CO NEW MEXICO SR UNSEC NT 21            | 139,051 |
| 75,000  | ROHM&HAAS HLDGS 6% 15/SEP/2017                     | 90,175  |
| 150,000 | ROYAL BANK OF SCOT 2.55% BDS 18/SEP/2015 USD1000   | 154,606 |
| 125,000 | SIMON PROPERTY GROUP INC 5.875% BDS 01/MAR/2017    | 150,447 |
| 75,000  | SOUTHERN COPPER CORP 7.5% SNR NTS 27/JUL/2035      | 98,690  |
| 75,000  | SOUTHERN POWER COMPANIES 4.875% NTS 15/JUL/2015    | 83,837  |
| 100,000 | SPECTRA ENERGY CAPITAL LLC 7.5% BDS 15/SEP/2038    | 140,817 |
| 75,000  | TELECOM ITALIA CAPITAL 6% NTS 30/SEP/2034 USD1000  | 74,450  |

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|  |               |
|--|---------------|
| 75,000TELECOM ITALIA CAPITAL 7.175% BDS 18/JUN/2019      | 87,232        |
| 25,000TIME WARNER CABLE INC SR NT 7.5% 01/APR/2014       | 27,558        |
| 50,000TIME WARNER ENT 8.375% SUB NTS 15/JUL/2033 USD1000 | 74,904        |
| 125,000TUSCON ELECTRIC POWER 5.15% BDS 15/NOV/2021       | 140,353       |
| 50,000UNITED DOM RLTY 5.13%15/JAN/2014                   | 52,587        |
| 125,000US BANCORP 4.2% NTS 15/MAY/2014 USD1000           | 131,907       |
| 200,000VENTAS REALTY LTD 2% SR NT 15/FEB/2018 USD        | 200,329       |
| 75,000VERIZON COMMUNICATIONS INC 6.9% BDS 15/APR/2038    | 107,832       |
| 100,000WASTE MANAGEMENT INC 7% SNR NOTES 15/JUL/2028     | 138,750       |
| 75,000WELLPOINT INC 7.00% BDS 15/FEB/2019 USD1000        | 95,310        |
| 50,000WELLS FARGO COMPANY 4.375% 31/JAN/2013             | 51,066        |
| 200,000WFRBS COML MTG TR 2011-C5 3.667% MTG BDS          | 221,395       |
| Total Corporate Debt Securities                          | \$ 13,269,348 |



## Government Bonds

|           |  |    |            |
|-----------|--|----|------------|
| 100,000   | BAY AREA TOLL AUTH CALIF 6.263% BDS 01/APR/2049    | \$ | 140,054    |
| 50,000    | CALIFORNIA ST FOR PREVIOUS ISSUES SEE 13063A FOR   |    | 63,710     |
| 40,000    | CALIFORNIA STATE 5.7% MUN BDS 01/NOV/2021 USD5000  |    | 48,042     |
| 50,000    | CALIFORNIA STATE 7.55% BDS 01/APR/2039 USD5000     |    | 73,034     |
| 75,000    | CALIFORNIA STATE 7.6% MUNI BDS 01/NOV/2040 USD5000 |    | 110,515    |
| 90,000    | HOUSTON TEXAS 6.29% BDS 01/MAR/2032 USD1000        |    | 113,733    |
| 50,000    | ILLINOIS (STATE OF) 4.35% BDS 01/JUN/2018 USD1000  |    | 53,325     |
| 75,000    | ILLINOIS (STATE OF) 4.421% BDS 01/JAN/2015 USD1000 |    | 81,169     |
| 40,000    | ILLINOIS ST FOR ISSUES DTD PRIOR TO 01/16/2010 SEE |    | 46,829     |
| 75,000    | ISRAEL ST BD DTD 13/JUN/2003 DUE 15/JUN/2013       |    | 76,392     |
| 175,000   | NEW YORK NY CITY MUN WTR FIN AUTH 6.011% BDS       |    | 235,678    |
| 50,000    | ONTARIO(PROVINCE OF) 5.45% BDS 27/APR/2016 USD5000 |    | 58,204     |
| 50,000    | SAN DIEGO CNTY CALIF WTR AUTH FING 6.138% BDS      |    | 67,060     |
| 560,000   | UNITED STATES TREAS BDS 2.75%15/AUG/2042           |    | 546,567    |
| 625,000   | UNITED STATES TREAS NTS 0.25%15/MAY/2015           |    | 624,422    |
| 1,885,000 | UNITED STATES TREAS NTS 0.75%30/JUN/2017           |    | 1,896,232  |
| 2,560,000 | UNITED STATES TREAS NTS 0.750% 31/OCT/2017         |    | 2,571,688  |
| 3,235,000 | UNITED STATES TREAS NTS 0.875% 31/JAN/2017         |    | 3,289,810  |
| 1,440,000 | UNITED STATES TREAS NTS 1.625%15/AUG/2022          |    | 1,439,389  |
| 2,340,000 | UNITED STATES TREAS NTS 1.625%15/NOV/2022          |    | 2,319,342  |
| 335,000   | UNITED STATES TREAS NTS 3.5% 15/FEB/2018           |    | 385,884    |
| 335,000   | UNITED STATES TREAS NTS TIPS 0.625% 15/APR/2013    |    | 366,654    |
| 625,000   | UNITED STATES TREAS NTS TIPS 1.25% 15/APR/2014     |    | 706,092    |
| 740,000   | UNITED STATES TREAS NTS TIPS 15/APR/2015           |    | 825,036    |
| 735,000   | UNITED STATES TREAS NTS VAR 15/APR/2017            |    | 801,795    |
| 365,000   | US TREASURY N/B 2.875 31 JAN 2013                  |    | 365,799    |
| 305,000   | USA TREASURY NTS 1.875% TIPS 15/JUL/2013 USD1000   |    | 391,305    |
|           | Total Government Bonds                             | \$ | 17,697,760 |

## Mortgage Backed Securities

|           |   |    |           |
|-----------|---|----|-----------|
| 1,432,365 | FANNIE MAE 2004-97 ZH 4.500% 25/JAN/2035          | \$ | 1,574,717 |
| 276,806   | FED HOME LOAN MTG 5.5% MBPT 01/JAN/2038 USD1000   |    | 300,297   |
| 560,000   | FEDERAL HOME LOAN BANKS 0.0% BDS 20/FEB/2013      |    | 559,903   |
| 400,000   | FEDERAL HOME LOAN BANKS 0.5% BDS 16/OCT/2015      |    | 400,476   |
| 440,000   | FEDERAL HOME LOAN BANKS 0.55% BDS 13/NOV/2015     |    | 440,539   |
| 302,813   | FEDERAL HOME LOAN MORTGAGE CORP 4.0% BDS          |    | 332,702   |
| 136,969   | FEDERAL HOME LOAN MORTGAGE CORP VAR MTG BDS       |    | 136,837   |
| 118,548   | FEDERAL HOME LOAN MORTGAGE CORP VAR MTG BDS       |    | 118,484   |
| 300,000   | FEDERAL NATIONAL MORTGAGE ASSOC 0.0% BDS          |    | 299,987   |
| 235,000   | FEDERAL NATIONAL MORTGAGE ASSOC 0.0% BDS          |    | 234,981   |
| 445,000   | FEDERAL NATIONAL MORTGAGE ASSOC 0.625% BDS        |    | 446,285   |
| 83,090    | FEDERAL NATIONAL MORTGAGE ASSOC 4.444% MTG BDS    |    | 97,399    |
| 344,246   | FEDERAL NATIONAL MORTGAGE ASSOC 5% MBPT           |    | 375,782   |
| 330,000   | FEDERAL NATIONAL MORTGAGE ASSOC 8.95% DEB         |    | 470,969   |
| 225,000   | FEDERAL NATL MTG ASSN CALL 0.5%22/OCT/2015        |    | 225,502   |
| 1,170,000 | FEDERAL NATL MTG ASSN DISC NT MATURES 13/FEB/2013 |    | 1,169,816 |
| 410,000   | FEDERAL NATL MTG ASSN DISC NT MATURES 20/FEB/2013 |    | 409,929   |
| 56,886    | FHLMC MORTPASS ARM 01/APR/2037 1N PN# 1N1454      |    | 60,713    |
| 115,485   | FHLMC MORTPASS ARM 01/FEB/2037 1G PN# 1G2628      |    | 122,468   |



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|   |         |
|---|---------|
| 16,835FHLMC MORTPASS ARM 01/SEP/2037 1G PN# 1G2201      | 18,399  |
| 60,000FHLMC REMIC SERIES 3.974% MTG BDS 25/JAN/2021     | 68,928  |
| 685,821FHLMC REMIC SERIES 3197 DZ 15/AUG/2036 5.00000   | 755,919 |
| 417,508FHLMCGLD MORTPASS 2.5% 01/NOV/2027 E0 PN# E04113 | 438,557 |
| 182,424FHLMCGLD MORTPASS 3.5% 01/DEC/2041 Q0 PN# Q05261 | 198,206 |
| 355,768FHLMCGLD MORTPASS 4% 01/OCT/2041 Q0 PN# Q04091   | 390,883 |
| 181,537FHLMCGLD MORTPASS 4.5% 01/JUN/2041 Q0 PN# Q01638 | 200,989 |
| 244,656FHLMCGLD MORTPASS 5.5% 01/NOV/2037 G0 PN# G03695 | 265,877 |
| 191,485FHLMCGLD MORTPASS 6.5% 01/MAY/2034 P5 PN# P50216 | 214,319 |
| 441,184FNMA MORTPASS 2.5% 01/DEC/2022 CN PN# MA1278     | 462,801 |
| 456,571FNMA MORTPASS 3% 01/NOV/2032 CT PN# MA1237       | 481,704 |
| 492,382FNMA MORTPASS 3.5% 01/DEC/2041 CL PN# AB4044     | 532,653 |
| 155,920FNMA MORTPASS 3.703% 01/SEP/2020 XY PN# FN0000   | 174,142 |
| 160,831FNMA MORTPASS 3.787% 01/OCT/2020 XY PN# AE0918   | 180,731 |
| 156,236FNMA MORTPASS 3.888% 01/DEC/2020 XY PN# FN0001   | 177,892 |
| 493,371FNMA MORTPASS 4% 01/AUG/2029 CT PN# MA0142       | 532,757 |

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|   |    |            |
|---|----|------------|
| 161,198FNMA MORTPASS 4.5% 01/JUL/2029 CT PN# MA0115         |    | 175,243    |
| 553,296FNMA MORTPASS 4.5% 01/MAY/2048 CZ PN# 257280         |    | 594,414    |
| 339,729FNMA MORTPASS 4.5% 01/SEP/2041 CL PN# MA0843         |    | 370,071    |
| 378,349FNMA MORTPASS 5% 01/AUG/2047 CZ PN# 995963           |    | 407,876    |
| 296,361FNMA MORTPASS 5% 01/SEP/2033 CL PN# 738567           |    | 324,120    |
| 98,171FNMA MORTPASS 5.5% 01/JUN/2036 CL PN# 889745          |    | 108,342    |
| 157,564FNMA MORTPASS 6.5% 01/AUG/2037 CL PN# 936879         |    | 177,369    |
| 1,400,000FREDDIE MAC 3048 QJ 5.000% 15/OCT/2025             |    | 1,565,200  |
| 285,488GOVT NATIONAL MORTGAGE ASSOCN VAR MTG BDS            |    | 291,494    |
| 445,000TBA FHLMC 3.00% 30YRS JAN                            |    | 465,234    |
| 1,975,000TBA FNMA SINGLE FAMILY MORTGAGE 3.00% MAT 30 YEARS |    | 2,069,431  |
| 135,000TBA GNMA 3.5% MTG BDS 31/DEC/2049 USD1000            |    | 146,675    |
| 370,000TBA GNMA II JUMBOS 3.00% 30 YEARS JAN                |    | 393,356    |
| Total Mortgage Backed Securities                            | \$ | 19,961,368 |
| Registered Investment Companies                             |    |            |
| 2,779 ABERDEEN GLOBAL NATURAL RESOURCES FD INSTL SVC CL     | \$ | 47,140     |
| 567 ADVISOR'S INNER CIRCLE CAMBIAR OPPORTUNITY FD INVT CL   |    | 10,146     |
| 194 ADVISORS INNER CIRCLE FD ACADIAN EMERGING MKTS INSTL CL |    | 3,728      |
| 171 ADVISORS INNER CIRCLE FD CAMBIAR AGGR VALUE FD INV CL   |    | 1,880      |
| 489 ADVISORS INNER CIRCLE FD RICE HALL JAMES SMALL MID CAP  |    | 6,784      |
| 113 ADVISORS SER TR CHASE MID-CAP GROWTH FD CL A            |    | 4,226      |
| 80 ALGER GROWTH OPPORTUNITIES FUND CL A                     |    | 780        |
| ALLIANCEBERNSTEIN CAP FD INC SMALL CAP GROWTH FUND CL       |    |            |
| 4,052 I   |    | 158,385    |
| 8,077 ALLIANCEBERNSTEIN HIGH INC FD INC ADVISOR CL          |    | 76,815     |
| 1,614 ALLIANCEBERNSTEIN INTL VALUE FUND ADVISOR CL          |    | 18,959     |
| ALLIANZ AGIC EMERGING MARKET OPPORTUNITIES FUND CLASS       |    |            |
| 850 D   |    | 22,463     |
| 562 ALLIANZ FDS NFJ SMALL CAP VALUE FD CL D                 |    | 16,415     |
| 378 ALLIANZ FDS RCM GLOBAL COMMODITY FD CL D                |    | 6,073      |
| 154 ALLIANZ NFJ INTL VALUE FD CL D                          |    | 3,278      |
| 385 ALLIANZ RCM TECHNOLOGY FUND CLASS D                     |    | 16,994     |
| 403 ALPHAMARK INVT TR SMALL CAP GROWTH FD                   |    | 5,279      |
| 2,359 ALPINE EQUITY TR INTL REAL ESTATE EQI FD INST         |    | 55,873     |
| 2,448 ALPINE EQUITY TR RLTY INCOME & GROWTH FD INST         |    | 43,387     |
| 2,448 ALPINE SER TR DYNAMIC DIVIDEND FD INST CL             |    | 8,346      |
| 1,960 AMANA MUT FDS TR DEVELOPING WORLD FD                  |    | 20,929     |
| 17,135 AMANA MUT FDS TR GROWTH FD                           |    | 460,767    |
| 10,815 AMANA MUT FDS TR INCOME FD                           |    | 370,304    |
| 257 AMERICAN BALANCED FD INC CL R-3                         |    | 5,213      |
| 1,817 AMERICAN BALANCED FD INC CL R-5                       |    | 37,087     |
| 452 AMERICAN BEACON BALANCED FD INVESTOR CL                 |    | 5,898      |
| 2,280 AMERICAN BEACON EMERGING MKTS FD INVESTOR CL          |    | 26,748     |
| 2,456 AMERICAN BEACON LARGE CAP VALUE FUND INVESTOR CLASS   |    | 50,437     |
| 3,707 AMERICAN CENTURY CAPITAL VALUE FD INVESTOR CLASS      |    | 25,359     |
| 916 AMERICAN CENTURY DIVERSIFIED BOND FUND INVESTOR CLASS   |    | 10,211     |
| 10,089 AMERICAN CENTURY EMERGING MARKETS INVESTOR CLASS     |    | 88,685     |
| 995 AMERICAN CENTURY EQUITY GROWTH INVESTOR CLASS           |    | 24,374     |
| 38,230 AMERICAN CENTURY EQUITY INCOME INVESTOR CLASS        |    | 298,960    |

|  |         |
|--|---------|
| 8,877 AMERICAN CENTURY GLOBAL GOLD FUND INVESTOR CLASS       | 159,512 |
| 900 AMERICAN CENTURY HIGH YIELD BOND FUND INVESTOR CLASS     | 5,607   |
| AMERICAN CENTURY INFLATION ADJUSTED BOND INVESTOR            |         |
| 13,278CLASS  | 175,000 |
| 3,697 AMERICAN CENTURY INTERNATIONAL BOND INVESTOR CL        | 54,012  |
| 2,607 AMERICAN CENTURY LEGACY LARGE CAP FUND INVESTOR CL     | 29,561  |
| 246 AMERICAN CENTURY ONE CHOICE VERY AGGRESSIVE INV CLASS    | 3,283   |
| AMERICAN CENTURY PREMIUM MONEY MARKET FUND                   |         |
| 3,218 INVESTOR CL  | 3,218   |
| 431 AMERICAN CENTURY REAL ESTATE FUND INVESTOR CLASS         | 10,155  |
| 1,280 AMERICAN CENTURY ULTRA FUND INVESTOR CLASS             | 33,324  |
| 1,786 AMERICAN CENTURY UTILITIES FUND INVESTOR CLASS         | 26,847  |
| 1,591 AMERICAN CENTURY VISTA FUND INVESTOR CLASS             | 28,232  |
| 4,963 AMERICAN CENTY ASSET ALLOC LIVESTRONG 2025 PORT INV CL | 62,931  |
| 1,174 AMERICAN CENTY CAP PORTFOLIO MID CAP VALUE FD INV CL   | 15,293  |
| 940 AMERICAN CENTY EQI FD DISCIPLINED GWTH FD INV CL         | 12,994  |
| 1,460 AMERICAN CENTY INVT TR SHRT DURA INVS CL               | 15,386  |
| 7,642 AMERICAN FDS MONEY MKT FD CL A                         | 7,642   |
| 3,764 AMERICAN HIGH INCOME TR CL R-3                         | 42,762  |
| 215 AMERICAN HIGH INCOME TR CL R-5                           | 2,442   |

|       |   |         |
|-------|---|---------|
| 169   | AMERICAN MUTUAL FUND INC CLASS A                        | 4,779   |
| 3,361 | AQR FDS DIVERSIFIED ARBITRAGE FD CL N                   | 37,007  |
| 57    | ARIEL APPRECIATION FUND-CL A                            | 2,322   |
| 237   | ARTIO GLOBAL INVT FDS GLOBAL HIGH INCOME FD CL A        | 2,469   |
| 1,728 | ARTIO GLOBAL INVT FDS TOTAL RETURN BD FD CL A           | 23,983  |
| 1,032 | ARTISAN FDS INC ARTISAN VALUE FUND                      | 11,626  |
| 1,861 | ARTISAN FDS INC GLOBAL OPPORTUNITIES FD INV CL          | 27,412  |
| 598   | ARTISAN FUNDS INC INTERNATIONAL FUND                    | 14,706  |
| 251   | ARTISAN FUNDS INC SMALL CAP FUND                        | 5,211   |
| 1,291 | ARTISAN FUNDS INC SMALL CAP VALUE FUND                  | 19,812  |
| 744   | ARTISAN INTERNATIONAL VALUE FUND INV SHS                | 22,599  |
| 1,618 | ASTON FUNDS TAMRO DIVERSIFIED EQUITY FD CL N            | 22,211  |
| 472   | ASTON/FAIRPOINTE MID CAP FUND CLASS N                   | 15,757  |
| 943   | BAIRD AGGREGATE BOND FUND INV CL                        | 10,566  |
| 868   | BAIRD FDS INC INTER MUN BD FD INV CL SHS                | 10,642  |
| 1,405 | BAIRD FDS INC MIDCAP FD INV CL SHS                      | 15,643  |
| 836   | BARON GROWTH FUND                                       | 44,845  |
| 8,109 | BARON SMALL CAP FUND                                    | 212,623 |
| 1,242 | BBH CORE SELECT FD CL N                                 | 21,557  |
| 4,884 | BBH FD INC CORE SELECT RETAIL CL                        | 56,018  |
| 5,630 | BERWYN FDS INC INCOME FUND                              | 74,029  |
| 839   | BLACKROCK ENERGY & RESOURCES PORTFOLIO FUND CL A        | 24,269  |
| 3,235 | BLACKROCK EQUITY DIVIDEND FUND SVC CL                   | 64,286  |
| 2,021 | BLACKROCK FDS INFLATION PROTECTED BD SVC                | 24,319  |
| 2,633 | BLACKROCK FUNDS HIGH YIELD BD PORT SERVICE CL           | 21,304  |
|       | BLACKROCK FUNDS-SMALL CAP GROWTH EQUITY PORTFOLIO       |         |
| 499   | INV A   | 10,422  |
| 363   | BLACKROCK GLOBAL ALLOCATION FD INC CL C                 | 6,674   |
|       | BLACKROCK LARGE CAP SER FDS INC LARGE CAP CORE FD INSTL |         |
| 2,492 | CL  | 30,921  |
| 23    | BLACKROCK LATIN AMER FD INC CL A                        | 1,417   |
| 72    | BLACKROCK LATIN AMER FD INC CL C                        | 4,017   |
| 95    | BLACKROCK NAT RES TR CL A                               | 5,590   |
| 37    | BLACKROCK S & P 500 INDEX FUND CL A                     | 636     |
|       | BLACKROCK STRATEGIC INCOME OPPORTUNITIES PORTFOLIO CL   |         |
| 3,106 | A   | 31,375  |
| 9,922 | BOND FD AMER INC CL R-3                                 | 128,496 |
| 925   | BOND FD AMER INC CL R-5                                 | 11,979  |
| 236   | BRANDYWINE BLUE FUND INC                                | 5,784   |
| 531   | BRANDYWINE FUND INC                                     | 12,451  |
| 3,873 | BRIDGEWAY FDS INC SMALL-CAP GROWTH FD CL N              | 47,093  |
| 1,893 | BRIDGEWAY FDS INC SMALL-CAP VALUE FD CL N               | 30,493  |
| 3,582 | BRIDGEWAY FUND INC AGGRESSIVE INVESTOR CL 1             | 131,301 |
| 2,078 | BUFFALO FDS MID CAP FD                                  | 35,265  |
| 241   | BUFFALO FLEXIBLE INCOME FUND INC                        | 3,059   |
| 1,606 | BUFFALO FUNDS SCIENCE & TECHNOLOGY FUND                 | 25,265  |
| 5,928 | BUFFALO HIGH YIELD FUND INC                             | 67,752  |
| 1,574 | BUFFALO SMALL CAP FD INC                                | 44,340  |
| 285   | CAPITAL INCOME BLDR FD CL R-3                           | 15,029  |
| 900   | CAPITAL INCOME BLDR FD CL R-5                           | 47,484  |

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|       |   |         |
|-------|---|---------|
| 2,798 | CAPITAL INCOME BUILDER FD CL A                | 147,652 |
| 632   | CAPITAL INCOME BUILDER FD CL F-1              | 33,360  |
| 769   | CAPITAL WORLD BD FD CL R-5                    | 16,324  |
| 135   | CAPITAL WORLD GROWTH & INCOME FD INC CL R-3   | 5,012   |
| 1,183 | CAPITAL WORLD GROWTH & INCOME FD INC CL R-5   | 44,011  |
| 83    | CAPITAL WORLD GROWTH & INCOME FUND CLASS A    | 3,103   |
| 426   | CAPITAL WORLD GROWTH & INCOME FUND INC CL F1  | 15,806  |
| 40    | CGM FOCUS FUND                                | 1,165   |
| 307   | CLIPPER FUND INC                              | 21,127  |
| 1,652 | COHEN & STEERS REALTY SHARES INC              | 106,668 |
| 3,601 | COLUMBIA ACORN TR FD CL Z                     | 109,665 |
| 315   | COLUMBIA ACORN TR INTL CL Z                   | 12,866  |
| 1,395 | COLUMBIA EMERGING MARKETS CL Z                | 14,497  |
| 2,923 | COLUMBIA ENERGY AND NATURAL RESOURCES CLASS Z | 59,387  |
| 7,461 | COLUMBIA FDS SER TR I DIVIDEND INCOME CL Z    | 110,050 |
| 1,203 | COLUMBIA FDS SER TR I MID CAP GROWTH FD CL Z  | 32,004  |

|  |            |
|--|------------|
| 750 COLUMBIA FDS SER TR I SMALL CAP GROWTH FD I CL Z     | 20,610     |
| 1,657 COLUMBIA FDS SER TR II MASS INCOME BUILDER FD CL A | 18,775     |
| 345 COLUMBIA FDS SER TR INTL VALUE FD CL Z               | 4,420      |
| 3,460 COLUMBIA FDS SER TR SHORT TERM BD FD CL Z          | 34,601     |
| 219 COLUMBIA FDS SER TR SMALL CAP VALUE II FD CL A       | 3,233      |
| 2,876 COLUMBIA SELECT LARGE CAP GROWTH CLASS Z           | 39,867     |
| 2,769 COLUMBIA VALUE AND RESTRUCTURING CLASS Z           | 121,785    |
| 329 CONESTOGA FDS SMALL CAP FD                           | 8,224      |
| 7,853 CROFT FDS CORP CROFT-LEOMINSTER VALUE FD           | 195,378    |
| 356 CULLEN HIGH DIVIDEND EQUITY FUND                     | 4,950      |
| 1,844 DAVIS NEW YORK VENTURE FUND INC-CL A               | 64,135     |
| 5,388 DAVIS NEW YORK VENTURE FUND INC-CL Y               | 189,375    |
| 561 DIREXION FDS MNTHLY 10 YR NOTE BULL 2X INV           | 19,052     |
| 474 DIREXION FDS MNTHLY LATIN AMER BULL 2X INV           | 19,524     |
| 129 DIREXION FDS MNTHLY NASDQ 100 BULL 2X INV CL         | 14,229     |
| 3,658 DIREXION FDS MONTHLY S&P 500 BEAR 2X FD INV        | 69,181     |
| 1,016 DODGE & COX BALANCED FUND                          | 79,315     |
| 1,407 DODGE & COX FDS GLOBAL STK FD                      | 12,646     |
| 1,621,451 DODGE & COX FUNDS INTERNATIONAL STK FUNDS      | 56,167,051 |
| 12,505 DODGE & COX FUNDS INTERNATIONAL STOCK FUND        | 433,158    |
| 16,361 DODGE & COX INCOME FUND                           | 226,766    |
| 205 DODGE & COX STOCK FUND                               | 25,034     |
| 442 DOUBLELINE FDS TR CORE FIXED INCOME FD CL I          | 5,018      |
| 4,109 DOUBLELINE FDS TR TOTAL RETURN BD FD CL N          | 46,553     |
| 1,544 DREYFUS APPRECIATION FUND INC                      | 67,810     |
| 83 DREYFUS EMERGING ASIA FD CL I                         | 753        |
| 343 DREYFUS GLOBAL REAL ESTATE SECURITIES FD CLASS I     | 2,786      |
| 2,029 DREYFUS GREATER CHINA FD CL C                      | 65,715     |
| 626 DREYFUS GREATER CHINA FD CL I                        | 23,583     |
| 126 DREYFUS INTERNATIONAL BOND FUND CLASS C              | 2,124      |
| 2,586 DREYFUS INTL BOND FUND CL I                        | 44,785     |
| 1,335 DREYFUS MIDCAP INDEX FUND                          | 38,633     |
| 206 DREYFUS S&P 500 INDEX FUND                           | 7,904      |
| DREYFUS/LAUREL FUNDS INC BOND MARKET INDEX FUND INV      |            |
| 518 SHS  | 5,706      |
| 34,451 DRIEHAUS MUT FDS EMERGING MKTS GROWTH FD          | 1,054,540  |
| 4,567 DUNDEEWALTH FDS DYNAMIC ENERGY INCOME FD CL I      | 55,030     |
| 2,631 DWS ADVISOR FUNDS SHORT DURATION FD CL S           | 24,496     |
| 4,566 DWS PORTFOLIO TR FLTG RATE FD CL S                 | 42,874     |
| 7,277 DWS SECS TR ENHANCED COMMODITY STRATEGY FD CL S    | 24,013     |
| 58 DWS VALUE SER INC SMALL CAP VALUE FD INSTL CL         | 2,148      |
| 109 EATON VANCE DIVIDEND BUILDER FD CL A                 | 1,188      |
| 1,212 EATON VANCE LARGE CAP VALUE FUND CL A              | 23,636     |
| 119 EURO PAC GROWTH FD CL R-5                            | 4,895      |
| 470 EURO PAC GROWTH FUND CL F1                           | 19,272     |
| 611 EURO PACIFIC GROWTH FUND CLASS A                     | 25,177     |
| 6,760 EUROPACIFIC GROWTH FD SHS CL F-2                   | 278,187    |
| 16,977 FAIRHOLME FUNDS INC COM                           | 533,743    |
| 205 FEDERATED EQUITY FDS CAP APPREC FD CL R              | 3,945      |
| 2,592 FEDERATED EQUITY FDS PRUDENT BEAR FD CL A SHS      | 9,408      |

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| 9,005 FEDERATED HIGH YIELD TRUST SBI                   | 57,274  |
| 460 FEDERATED PRUDENT DOLLARBEAR FUND CL A             | 5,480   |
| 293 FIDELITY ADVISOR EMERGING ASIA FD CL I             | 9,139   |
| 110 FIDELITY ADVISOR ENERGY CL I                       | 4,070   |
| 232 FIDELITY ADVISOR FREEDOM 2050 FD INSTL             | 2,269   |
| 626 FIDELITY ADVISOR GOLD FUND CL I                    | 23,136  |
| 216 FIDELITY ADVISOR HIGH INCOME FUND CL I             | 2,106   |
| 256 FIDELITY ADVISOR SER VII BIOTECHNOLOGY FUND CL C   | 2,679   |
| 621 FIDELITY BALANCED FUND                             | 12,542  |
| 1,601 FIDELITY BLUE CHIP GROWTH FUND                   | 78,544  |
| 4,995 FIDELITY CANADA FUND                             | 267,300 |
| 682 FIDELITY CAP APPRECIATION FUND                     | 20,041  |
| 27,332 FIDELITY CAPITAL & INCOME FUND                  | 259,652 |
| 2,477 FIDELITY CHINA REGION FUND                       | 75,947  |
| FIDELITY CONCORD STR SPARTAN U S EQI INDX FD ADVANTAGE |         |
| 8,759 CL   | 442,259 |
| 301 FIDELITY CONSUMER FINANCE PORTFOLIO                | 4,398   |



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| 5,113 FIDELITY CONTRAFUND                            | 396,592   |
| 1,074 FIDELITY DIVERSIFIED INTL FUND                 | 32,170    |
| 1,177 FIDELITY DIVIDEND GROWTH FD                    | 35,203    |
| 528 FIDELITY EMERGING ASIA FUND                      | 15,768    |
| 1,347 FIDELITY EMERGING MARKETS FD                   | 31,274    |
| 285 FIDELITY EUROPE CAP APPRECTN FD                  | 5,411     |
| 118 FIDELITY EUROPE FUND                             | 3,674     |
| 597 FIDELITY EXPORT AND MULTINTL FUND                | 13,064    |
| 2,526 FIDELITY FDS EQUITY DIVIDEND INCOME FUND       | 49,213    |
| 7,228 FIDELITY FLOATING RATE HIGH INCOME FD          | 71,698    |
| 5,903 FIDELITY FOCUSED STOCK FUND                    | 89,429    |
| 2,844 FIDELITY FREEDOM 2025 FUND                     | 33,982    |
| 1,479 FIDELITY GNMA FUND                             | 17,367    |
| 11,157 FIDELITY GOVERNMENT INCOME FUND               | 118,043   |
| 2,981 FIDELITY HIGH INCOME FUND                      | 27,844    |
| 645 FIDELITY INSTL INVS TR FREEDOM 2020              | 9,224     |
| 290 FIDELITY INTL DISCOVERY FUND                     | 9,580     |
| 643 FIDELITY INTL REAL ESTATE FD                     | 6,122     |
| 223 FIDELITY INTL SMALL CAP OPPTS FD                 | 2,527     |
| 2,428 FIDELITY INVT TR GLOBAL COMMODITY STK FD       | 35,960    |
| 351 FIDELITY JAPAN FUND                              | 3,448     |
| 199 FIDELITY JAPAN SMALL COMPANIES FUND              | 1,805     |
| 2,100 FIDELITY LATIN AMERICA FUND                    | 97,264    |
| 5,920 FIDELITY LEVERAGED COMPANY STOCK FUND          | 190,752   |
| 31,077 FIDELITY LOW PRICED STOCK FUND                | 1,227,530 |
| 8,816 FIDELITY MEGA CAP STOCK FUND                   | 104,819   |
| 16,603 FIDELITY NEW MARKETS INCOME INCOME FUND       | 295,529   |
| 97 FIDELITY NORDIC FUND                              | 3,098     |
| 375 FIDELITY OVERSEAS FUND                           | 12,118    |
| 6,815 FIDELITY PURITAN FUND                          | 132,273   |
| 3,400 FIDELITY REAL ESTATE INCOME FD                 | 38,759    |
| 2,137 FIDELITY REAL ESTATE INVSTMT PORTFOLIO         | 68,689    |
| 86 FIDELITY SELECT AUTOMOTIVE PORTFOLIO              | 3,374     |
| 2,914 FIDELITY SELECT BANKING PORT                   | 56,278    |
| 851 FIDELITY SELECT BIOTECH PORTFOLIO                | 93,575    |
| 882 FIDELITY SELECT BROKERAGE & INVT MGMT PORTFOLIO  | 44,245    |
| 835 FIDELITY SELECT CHEMICAL PORTFOLIO               | 99,441    |
| 309 FIDELITY SELECT COMMUNICATNS EQUIPMENT           | 7,158     |
| 45 FIDELITY SELECT COMPUTER PORTFOLIO                | 2,766     |
| 1,751 FIDELITY SELECT CONSUMER STAPLES               | 140,144   |
| 740 FIDELITY SELECT DEFENSE & AEROSPACE PORTFOLIO    | 64,410    |
| 221 FIDELITY SELECT ELECTRONICS PORTFOLIO            | 10,085    |
| 1,218 FIDELITY SELECT ENERGY PORT                    | 61,868    |
| 211 FIDELITY SELECT ENERGY SERV PORTFOLIO            | 14,057    |
| 47 FIDELITY SELECT FINANCIAL SERVICES PORTFOLIO      | 2,930     |
| 2,674 FIDELITY SELECT GOLD PORT                      | 98,869    |
| 312 FIDELITY SELECT HEALTH CARE PORTFOLIO            | 41,855    |
| 1,816 FIDELITY SELECT INDUSTRIAL EQUIPMENT PORTFOLIO | 67,055    |
| 52 FIDELITY SELECT INSURANCE PORTFOLIO               | 2,660     |
| 286 FIDELITY SELECT IT SERVICES                      | 7,206     |



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| 450 FIDELITY SELECT LEISURE PORT                    | 45,716  |
| 1,201 FIDELITY SELECT MATERIALS                     | 85,778  |
| 1,117 FIDELITY SELECT MEDICAL EQUIPMENT AND SYSTEMS | 31,144  |
| 11,155 FIDELITY SELECT NATURAL GAS PORTFOLIO        | 344,121 |
| 1,246 FIDELITY SELECT NATURAL RESOURCES PORTFOLIO   | 40,198  |
| 1,861 FIDELITY SELECT PHARMACEUTICALS PORT          | 27,989  |
| 552 FIDELITY SELECT SOFTWARE & COMPUTER SVCS        | 45,445  |
| 660 FIDELITY SELECT TECHNOLOGY PORTFOLIO            | 66,846  |
| 68 FIDELITY SELECT TELECOMMTNS PORTFOLIO            | 3,446   |
| 1,322 FIDELITY SELECT TRANSPORT PORTFOLIO           | 68,076  |
| 363 FIDELITY SELECT WIRELESS                        | 3,009   |
| 597 FIDELITY SHORT TERM BOND FD                     | 5,137   |
| 8,657 FIDELITY SMALL CAP DISCOVERY FD               | 208,384 |
| 456 FIDELITY SMALL CAP GROWTH FD                    | 7,205   |
| 1,239 FIDELITY SMALL CAP VALUE FD                   | 20,052  |

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| 3,885 FIDELITY SPARTAN 500 INDEX INVESTOR CLASS              | 196,177 |
| 708 FIDELITY SPARTAN EXTENDED MKT INDEX FD INVESTOR CLASS    | 28,260  |
| 344 FIDELITY SPARTAN INTERNL INDEX FD INVESTOR CLASS         | 11,777  |
| 10,645 FIDELITY STRATEGIC DIV & INC FD                       | 131,147 |
| 6,269 FIDELITY STRATEGIC INCOME FD                           | 71,277  |
| 1,398 FIDELITY TELECOM AND UTILITIES FUND                    | 26,067  |
| 704 FIDELITY TOTAL BOND FUND                                 | 7,704   |
| 513 FIDELITY TREND FUND INC                                  | 37,701  |
| 262 FIDELITY VALUE FUND                                      | 20,029  |
| 1,781 FIDELITY VALUE STRATEGIES FUND                         | 56,382  |
| 3,792 FIRST EAGLE FDS GOLD FD CL C                           | 100,421 |
| 1,882 FIRST EAGLE GOLD FUND CL A                             | 51,510  |
| 1,592 FIRST EAGLE OVERSEAS FUND CL C                         | 34,178  |
| 685 FMI COMMON STOCK FUND                                    | 16,379  |
| 318 FMI FOCUS FUND   | 9,856   |
| 17,792 FMI FUNDS INC LARGE CAP FUND                          | 304,245 |
| 1,510 FORESTER VALUE FD                                      | 17,135  |
| 2,516 FORUM FDS ABSOLUTE STRATEGIES FD INSTL                 | 27,879  |
| 1,278 FORUM FDS MERK ABSOLUTE RETURN CURRENC                 | 11,555  |
| 1,782 FORUM FDS MERK ASIAN CURRENCY FD INV SHS               | 17,228  |
| 1,853 FORUM FDS MERK HARD CURRENCY FD INVS SHS               | 22,516  |
| 2,667 FORWARD EMERGING MARKETS FUND INVESTOR CLASS           | 28,216  |
| 1,864 FORWARD SMALL CAP EQUITY FUND INVESTOR CLASS           | 29,786  |
| 1,811 FPA FDS TR FPA CRESCENT PORTFOLIO INSTL                | 53,056  |
| 19,389 FRANKLIN INCOME FDS SER CL C                          | 43,819  |
| FRANKLIN TEMPLETON FDS GOLD & PRECIOUS METALS ADVISOR        |         |
| 866 CL   | 27,873  |
| 79 FRANKLIN TEMPLETON FDS GOLD & PRECIOUS METALS FD CL C     | 2,294   |
| FRANKLIN TEMPLETON FUND STRATEGIC SER INCOME FUND            |         |
| 4,478 CL-C   | 47,820  |
| 2,383 FRANKLIN TEMPLETON FUNDS MUTUAL BEACON FD CL C         | 31,457  |
| 1,530 FRANKLIN TEMPLETON FUNDS MUTUAL FINANCIAL SVCS FD CL C | 20,822  |
| 210 FRANKLIN TEMPLETON MODERATE ALLOCATION FUND-CL A         | 3,065   |
| 439 FRANKLIN/TEMPLETON HARD CURRENCY FUND CL A               | 4,230   |
| 3,666 FUNDAMENTAL INVS INC CL R-5                            | 149,550 |
| 2,102 GABELLI EQUITY SERIES FUNDS INC-EQUITY INCOME FUND     | 47,851  |
| GABELLI EQUITY SERIES FUNDS INC-SMALL CAPITAL GROWTH         |         |
| 404 FUND   | 14,798  |
| 15,427 GABELLI UTILS FD CL AAA SHS                           | 83,766  |
| 527 GAMCO GLOBAL SER FDS INC TELECOMMUNICATIONS FD CL AAA    | 10,648  |
| 4,256 GAMCO GOLD FUND INC CL AAA                             | 93,581  |
| 511 GOLDMAN SACHS COMMODITY STRATEGY FUND CLASS A            | 2,928   |
| 11,802 GOLDMAN SACHS GROWTH STRATEGY PORTFOLIO-CL A          | 130,414 |
| 813 GRANDEUR PEAK GLOBAL OPPORTUNITIES INV                   | 2,016   |
| 1,862 GREENSPRING FUND INC                                   | 43,260  |
| 160 GROWTH FD AMER INC CL R-3                                | 5,427   |
| 3,448 GROWTH FD AMER INC CL R-5                              | 118,257 |
| 4,480 GROWTH FUND AMER INC CL F1                             | 152,947 |
| 668 GUGGENHEIM MANAGED FUTURES STRATEGY CL H                 | 14,189  |
| 1,306 GUINNESS ATKINSON FDS ALTERNATIVE ENERGY FD            | 3,227   |

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| 931 GUINNESS ATKINSON FDS ASIA PACIFIC DIV FD         | 12,576  |
| 3,315 GUINNESS ATKINSON GLOBAL ENERGY FUND            | 86,765  |
| 561 HANCOCK HORIZON FAMILY FDS BURKENROAD FD CL D     | 22,863  |
| 28,109 HARBOR BOND FUND INSTITUTIONAL                 | 350,795 |
| 2,628 HARBOR CAPITAL APPRECIATION FUND INVESTOR CLASS | 110,279 |
| 3,881 HARBOR FD BD FD ADMIN CL                        | 48,469  |
| 5,740 HARBOR FD COMODITY REAL RTRN STRATEGY CL        | 40,867  |
| 3,733 HARBOR FD REAL RETURN FD INSTL CL               | 41,735  |
| 1,209 HARBOR HIGH YIELD BOND FUND INVESTOR CLASS      | 13,445  |
| 2,885 HARBOR INTERNATIONAL FUND INSTITUTIONAL         | 179,186 |
| 4,067 HARBOR INTERNATIONAL FUND INVESTOR CLASS        | 250,310 |
| 3,541 HARBOR INTERNATIONAL GROWTH FUND INSTITUTIONAL  | 40,933  |
| 926 HARDING LOEVNER FDS INC INTL EQUITY PORT INVS CL  | 14,728  |
| 436 HARTFORD MUTUAL FUNDS INC CAP APPREC FUND CL C    | 13,293  |
| HARTFORD MUTUAL FUNDS INC CAPITAL APPRECIATION FUND   |         |
| 425 CL A  | 14,610  |
| HARTFORD MUTUAL FUNDS INC CAPITAL APPRECIATION FUND   |         |
| 137 CL B  | 4,151   |
| 1,212 HEARTLAND GROUP INC VALUE PLUS FUND             | 35,996  |
| 3,278 HEARTLAND SELECT VALUE FUND                     | 95,613  |

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| HENNESSY CORNERSTONE MID CAP 30 FUND INVESTOR CLASS        |         |
| 2,232 SHARES   | 31,628  |
| 341 HENNESSY FOCUS FUND INVESTOR CLASS SHARES              | 16,889  |
| 3,910 HENNESSY GAS UTILITY INDEX FUND INVESTOR CLASS       | 86,520  |
| 272 HENNESSY LARGE CAP FINANCIAL FUND INVESTOR CLASS       | 3,972   |
| 389 HENNESSY MUT FDS INC CORNERSTONE VALUE FD INVT CL      | 5,393   |
| 476 HENNESSY SMALL CAP FINANCIAL FUND INVESTOR CLASS       | 9,471   |
| 236 HIGHMARK FDS VALUE MOMENTUM FD RETAIL CL C             | 3,512   |
| 1,447 HOMESTEAD FDS INC SMALL CO STK FD                    | 39,214  |
| 2,863 HUSSMAN INVESTMENT TRUST STRATEGIC TOTAL RETURN FUND | 34,665  |
| 6,880 HUSSMAN INVT TR STRATEGIC GROWTH FUND                | 73,680  |
| 3,202 HUSSMAN INVT TR STRATEGIC INTL EQUITY FD             | 30,671  |
| 7,418 ICON FUNDS ENERGY FUND                               | 140,494 |
| 171 ICON FUNDS FINANCIAL FUND                              | 1,055   |
| 2,495 ICON FUNDS ICON MATERIALS FUND                       | 27,919  |
| 374 ICON UTILITIES FUND CL S                               | 2,489   |
| 315 INCOME FD AMER INC CL R-1                              | 5,670   |
| 657 INCOME FD AMER INC CL R-5                              | 11,866  |
| 6,746 INCOME FUND OF AMERICA INC CLASS A                   | 121,831 |
| 1,583 ING CORPORATE LEADERS TRUST UNIT PARTN CTF SER B     | 39,359  |
| 1,583 ING CORPORATE LEADERS TRUST UNIT PARTN CTF SER B     | 39,359  |
| 112 ING EQUITY TRUST REAL ESTATE FUND CLASS C              | 1,895   |
| 87 ING MUTUAL FUNDS RUSSIA FUND CLASS A                    | 2,894   |
| 1,123 INTEGRITY FD WILLISTON BASIN/MID NORTH AMER CL A     | 6,095   |
| 186 INTERNATIONAL GROWTH & INC FD INC CL A SHS             | 5,899   |
| 1,510 INTERNET FUND KINETIC FDS INV CL                     | 65,211  |
| 7,501 INTREPID CAPITAL FUND                                | 84,533  |
| 1,718 INTREPID SMALL CAP FUND                              | 25,390  |
| 5,382 INVESCO AMERICAN FRANCHISE FUND CLASS C              | 66,087  |
| 907 INVESCO AMERICAN VALUE FUND CLASS Y                    | 28,903  |
| 44 INVESCO CHINA FUND CL A                                 | 852     |
| 1,677 INVESCO COMSTOCK FUND CLASS C                        | 29,871  |
| 2,020 INVESCO DIVERSIFIED DIVIDEND FD INV CL               | 27,185  |
| 62 INVESCO ENERGY FUND CLASS A                             | 2,323   |
| 150 INVESCO ENERGY FUND CLASS B                            | 5,078   |
| 502 INVESCO ENERGY FUND CLASS INVESTOR                     | 18,727  |
| 135 INVESCO EUROPEAN GROWTH FUND CLASS INVESTOR            | 4,437   |
| 855 INVESCO GOLD & PRECIOUS METALS FD CL INVESTOR          | 6,502   |
| 2,744 INVESCO GOLD & PRECIOUS METALS FD CL Y               | 20,993  |
| 98 INVESCO GOLD & PRECIOUS METALS FUND CL C                | 764     |
| 6,634 INVESCO INTERNATIONAL CORE EQUITY FD INVST CL        | 70,053  |
| 406 INVESCO MID CAP CORE EQUITY FD CL Y                    | 8,731   |
| 2,186 INVESCO REAL ESTATE FUND CL C                        | 53,217  |
| 750 INVESTMENT MANAGERS SER TR THESIS FLEXIBLE FD CL A     | 6,777   |
| 317 IVA FIDUCIARY TR IVA WORLDWIDE FD CL A                 | 5,047   |
| 273 IVY ASSET STRATEGY FD CL C                             | 6,888   |
| 6,037 IVY ASSET STRATEGY I                                 | 157,388 |
| 2,355 IVY FDS INC ASSET STRATEGY FD CL Y                   | 61,069  |
| 8,945 IVY FDS INC HIGH INCOME FD CL A                      | 76,391  |
| 1,308 IVY FDS INC MID CAP GROWTH FD CL Y                   | 24,944  |

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| 71 IVY FDS INC SCIENCE & TECH FD CL Y                  | 2,628   |
| 51 IVY GLOBAL NATURAL RESOURCES FUND-CL B              | 760     |
| 243 JAMES ADVANTAGE FDS BALANCED GOLDEN RAINBOW FUND   | 5,267   |
| 471 JAMES ADVANTAGE FDS SMALL CAP FUND                 | 11,612  |
| 1,016 JANUS CONTRARIAN FUND CLASS T SHARES             | 15,355  |
| 448 JANUS GLOBAL RESEARCH FUND CLASS T SHARES          | 7,015   |
| 791 JANUS GLOBAL SELECT FUND CLASS R SHARES            | 7,886   |
| 8,267 JANUS GLOBAL SELECT FUND CLASS T SHARES          | 82,748  |
| 184 JANUS INVESTMENT FUND BALANCED FUND CLASS T SHARES | 4,815   |
| 1,457 JANUS INVESTMENT FUND FLEXIBLE BOND FUND CLASS T | 15,767  |
| 3,243 JANUS INVESTMENT FUND HIGH YIELD FUND CLASS T    | 30,228  |
| 48,714 JANUS INVESTMENT FUND SHORT TERM BOND FUND CL T | 150,041 |
| 4,458 JANUS INVT FD FLEXIBLE BD FD CL S                | 48,233  |
| 588 JANUS INVT FD FORTY FD CL S                        | 22,316  |
| 5,579 JANUS INVT FD HIGH YIELD FD CL S                 | 52,056  |
| 133 JANUS INVT FD INTECH RISK-MNGD GRWTH FD CL T       | 1,971   |

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| 1,565 JANUS INVT FD PERKINS MID CAP VALUE FD CL S           | 33,303  |
| 4,340 JANUS OVERSEAS FUND CLASS T SHARES                    | 148,380 |
| 7,558 JANUS TRITON FUND CLASS T SHARES                      | 136,195 |
| 4,481 JENSEN PORTFOLIO INC JENSEN QUALITY GROWTH FD         | 133,363 |
| 917 JOHN HANCOCK REGIONAL BANK FUND-CL A                    | 13,047  |
| 454 JP MORGAN SMARTRETIREMENT 2010 FD CL A                  | 7,205   |
| 12,160 JP MORGAN SMARTRETIREMENT 2010 FD CL C               | 192,255 |
| 8,789 JP MORGAN SMARTRETIREMENT 2015 FD CL C                | 140,706 |
| 104 JPMORGAN RUSSIA FUND CLASS A                            | 1,112   |
| 3,179 JPMORGAN TR I INTL VALUE FD CL A                      | 40,501  |
| 126 JPMORGAN TR I INTREPID EUROPEAN FD CL A                 | 2,412   |
| 9,103 JPMORGAN TR II HIGH YIELD FD CL A                     | 73,732  |
| 2,117 KEELEY SMALL CAP VALUE FD CL A                        | 60,535  |
| 2,405 KINETICS GLOBAL FUND INV CL                           | 11,329  |
| 375 KINETICS PARADIGM FUND INV CL                           | 8,986   |
| 1,572 LAUDUS TR GROWTH INVS U S LARGE CAP GRTH              | 22,661  |
| 1,063 LAZARD DEVELOPING MARKETS EQUITY PORTFOLIO OPEN SHS   | 13,178  |
| 12,570 LAZARD EMERGING MARKETS PORT OPEN SHS                | 251,786 |
| 2,385 LEUTHOLD FDS INC ASSET ALLOCATIO FD                   | 24,641  |
| 516 LEUTHOLD FDS INC GLOBAL FD INSTL CL                     | 5,402   |
| 51,556 LOOMIS SAYLES BOND FUND RETAIL CLASS                 | 776,428 |
| 6,735 LOOMIS SAYLES GLOBAL BOND FUND RETAIL CLASS           | 115,580 |
| 3,112 LORD ABBETT GROWTH AND INCOME STRATEGY FUND CL A      | 50,750  |
| 88,700 LORD ABBETT SHORT DURATION INCOME FUND CL I          | 412,453 |
| 226 MADISON MOSAIC INVESTORS FUND CLASS Y                   | 4,197   |
| 116 MADISON MOSAIC MID CAP FUND CLASS Y                     | 1,502   |
| 4,176 MAINSTAY FDS LARGE CAP GROWTH FD CL I                 | 33,324  |
| 887 MAINSTAY FDS TR MARKETFIELD FD CL I                     | 14,046  |
| 42 MAIRS & PWR FDS TR BALANCED FD                           | 2,992   |
| 924 MAIRS & PWR FDS TR GROWTH FD                            | 77,572  |
| 96 MANAGERS AMG FDS GW&K MUN ENHANCED YIELD FD INV          | 986     |
| 12,049 MANAGERS AMG FDS YACKTMAN FD SVC CL                  | 230,371 |
| 5,160 MANAGERS AMG FDS YACKTMAN FOCUSED FD SVC CL           | 105,888 |
| 5,861 MANAGERS FDS REAL ESTATE SECS FD                      | 59,257  |
| 27,311 MANAGERS PIMCO BOND FUND                             | 298,235 |
| 3,161 MANNING AND NAPIER FUND INC NEW EQUITY SERIES         | 54,175  |
| 14,934 MANNING AND NAPIER FUND WORLD OPPORTUNITIES SER CL A | 115,740 |
| 6,292 MARSICO 21ST CENTURY FUND                             | 88,023  |
| 1,329 MARSICO FOCUS FUND                                    | 23,026  |
| 4,112 MARSICO GROWTH FD                                     | 83,641  |
| 637 MARSICO INVT FD FLEXIBLE CAP FD                         | 9,466   |
| 1,295 MARSICO INVT FD INTL OPPORTUNITIES FD                 | 17,165  |
| MASSACHUSETTS INVS GRWTH STK MASS INVS GROWTH STK FD        |         |
| 1,826 CL R5   | 32,693  |
| 479 MATTHEW 25 FD INC                                       | 10,627  |
| 5,765 MATTHEWS ASIA DIVIDEND FUND                           | 84,050  |
| 3,029 MATTHEWS ASIA SCIENCE AND TECHNOLOGY FUND             | 28,135  |
| 412 MATTHEWS ASIAN FDS ASIA SMALL COS FD                    | 7,466   |
| 4,271 MATTHEWS ASIAN GROWTH & INCOME FUND                   | 79,480  |
| 4,401 MATTHEWS CHINA FUND                                   | 103,291 |

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| 3,203 MATTHEWS INDIA FUND                                  | 56,088  |
| 1,414 MATTHEWS INTL FDS ASIA GROWTH FUND                   | 25,487  |
| 2,835 MATTHEWS KOREA FUND                                  | 15,989  |
| 2,479 MATTHEWS PACIFIC TIGER FUND                          | 60,527  |
| 229 MERGER FUND-SBI  | 3,620   |
| 1,655 MERIDIAN FUND INC VALUE FUND                         | 54,382  |
| 298 MERIDIAN GROWTH FUND                                   | 11,872  |
| 23,756 METROPOLITAN WEST FDS TOTAL RETURN BOND FUND        | 258,945 |
| 2,522 METROPOLITAN WEST FUNDS HIGH YIELD BOND FUND CLASS M | 26,282  |
| 3,586 METROPOLITAN WEST LOW DURATION BOND FUND             | 31,518  |
| 2,965 MFS SER TR X EMERGING MARKET DEBT FUND CLASS I       | 48,420  |
| 1,654 MFS SER TR X INTL DIVERSIFICATION FD CL C            | 23,160  |
| 1,626 MFS SERS TRUST VI UTILITIES FD CL I                  | 30,356  |
| 492 MFS UTILITIES FUND-CL C                                | 9,135   |
| 1,304 MIDAS FUND INC                                       | 3,377   |
| MORGAN STANLEY INSTL FD INC U S REAL ESTATE PORTFOLIO CL   |         |
| 684 I  | 11,573  |

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| MORGAN TR I 100% U S TREAS SECS MNY               |         |
| 680,609MKTCL MORGAN SHARE CL                      | 680,609 |
| MORGAN TR I PRIME MONEY MKT FD MORGAN CL SECURITY |         |
| 1,033 SYMBOL IS V MVXX                            | 1,033   |
| MORGAN TR II U S GOVT MONEY MKT FD                |         |
| 831,846MORGAN                                     | 831,846 |
| 1,747 MOTLEY FOOL FDS TR GREAT AMERICA FD         | 22,740  |
| MOTLEY FOOL FDS TR MOTLEY FOOL                    |         |
| 1,603 INDEPENDENCE FD                             | 25,183  |
| 394 MUHLENKAMP FD                                 | 20,549  |
| 1,117 MUTUAL GLOBAL DISCOVERY FUND CL Z           | 31,998  |
| 1,526 MUTUALS COM VICE FUND                       | 33,978  |
| NATIXIS FDS TR II ASG MANAGED FUTURES             |         |
| 536 STRTGY FD CL A                                | 4,887   |
| 708 NEEDHAM AGGRESSIVE GROWTH FD                  | 11,774  |
| NEUBERGER & BERMAN EQUITY FDS EQUITY              |         |
| 2,472 INCOME FD CL A                              | 28,794  |
| NEUBERGER BERMAN EQUITY FDS REAL                  |         |
| 1,029 ESTATE FD TR CL                             | 13,899  |
| NEUBERGER BERMAN GENESIS FD INVESTOR              |         |
| 1,729 CLASS                                       | 58,829  |
| NEUBERGER BERMAN GENESIS FUND TRUST               |         |
| 973 CLASS   | 49,291  |
| NEUBERGER BERMAN INTL FUND INVESTOR               |         |
| 3,265 CLASS                                       | 57,537  |
| NEUBERGER BERMAN LARGE CAP VALUE FUND             |         |
| 140 INVESTOR                                      | 3,945   |
| NEUBERGER BERMAN STRATEGIC INCOME FD              |         |
| 808 TR CL   | 9,260   |
| 551 NEW PERSPECTIVE FD INC CL F-2 SHS             | 17,201  |
| 4,105 NEW PERSPECTIVE FUND INC CL A               | 128,321 |
| 361 NEW WORLD FD INC CLASS R-5                    | 19,684  |
| 2,584 NEW WORLD FD INC NEW CL F-2 SHS             | 140,627 |
| 87 NEW WORLD FUND INC NEW                         | 4,745   |
| 746 NICHOLAS FUND INC                             | 36,164  |
| NORTHERN FDS EMERGING MKTS EQUITY                 |         |
| 940 INDEX FD                                      | 11,152  |
| 1,927 OAKMARK EQUITY & INCOME FUND                | 54,929  |
| 284 OAKMARK FUND                                  | 13,794  |
| 7,066 OAKMARK GLOBAL FUND                         | 165,912 |
| 674 OAKMARK GLOBAL SELECT FUND                    | 8,524   |
| 1,394 OAKMARK INTERNATIONAL FUND                  | 29,167  |
| 2,007 OAKMARK INTERNATIONAL SMALL CAP FUND        | 28,065  |
| 2,715 OAKMARK SELECT FUND                         | 84,068  |
| 1,134 OBERWEIS CHINA OPPTYS FD                    | 12,615  |
| 162 OBERWEIS MICRO-CAP PORTFOLIO                  | 1,966   |
| 154 OBERWEIS SMALL-CAP OPPORTUNITIES FUND         | 1,862   |
| 1,414 OCM MUT FD GOLD FD ADVISOR CL               | 29,475  |
| OPPENHEIMER COMMODITY STRATEGY TOTAL              |         |
| 737 RETURN FD CL A                                | 2,416   |



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| OPPENHEIMER DEVELOPING MARKETS              |         |
| 1,693 FUND-CL A                             | 59,763  |
| 414 OPPENHEIMER DEVELOPING MKTS FDS CL Y    | 14,455  |
| 569 OPPENHEIMER DEVELOPING MKTS FUNDS CL N  | 19,395  |
| 3,097 OPPENHEIMER INTL BD FD CL N           | 20,344  |
| 738 PARNASSUS FUND-SBI                      | 29,978  |
| PARNASSUS INCOME TRUST EQUITY INCOME        |         |
| 11,140 PORTFOLIO                            | 325,295 |
| PAX WORLD GLOBAL ENVIRONMENTAL MRKT         |         |
| 282 FD INV CL                               | 2,791   |
| PAX WORLD HIGH YIELD BOND FD INDIVIDUAL     |         |
| 4,142 INVESTOR CLASS                        | 31,187  |
| 1,322 PERKINS GLOBAL VALUE FUND CL T        | 16,195  |
| 5,711 PERKINS MID CAP VALUE FD CLASS T SHS  | 121,881 |
| PERKINS SMALL CAP VALUE FUND CLASS T        |         |
| 3,189 SHARES                                | 67,037  |
| 9,396 PERMANENT PORTFOLIO FUND INC          | 457,025 |
| 1,956 PERRITT ULTRA MICROCAP FUND           | 23,005  |
| 1,429 PFS FDS WIRELESS FD                   | 8,214   |
| 6,859 PIMCO ALL ASSET ALL AUTHORITY P       | 76,069  |
| 745 PIMCO COMMODITY REAL RETURN STRAT P     | 4,937   |
| PIMCO COMMODITY REAL RETURN STRATEGY        |         |
| 75,893 CLASS D                              | 496,341 |
| PIMCO EQUITY SER DIVID & INC BUILDER FD CL  |         |
| 2,505 D                                     | 28,060  |
| 4,379 PIMCO FDS EMERGING LOCAL BD FD CL D   | 48,080  |
| 1,842 PIMCO FDS EMERGING MKTS CURR FDS CL D | 19,428  |
| 731 PIMCO FDS FOREIGN BD FD CL D (UNHEDGED) | 7,956   |
| PIMCO FDS LONG DURATION TOTAL RET FD        |         |
| 2,622 INSTL CL                              | 31,644  |
| 5,631 PIMCO FDS LONG-TERM CR FD INSTL CL    | 73,933  |
| PIMCO FDS PAC INVT MGMT SER ALL ASSET       |         |
| 3,523 ALL AUTH FD CL D                      | 38,889  |
| PIMCO FDS PAC INVT MGMT SER EMERGING        |         |
| 1,052 MKTS BB FD CL D                       | 13,154  |
| PIMCO FDS PAC INVT MGMT SER HIGH YIELD      |         |
| 795 FD CL D                                 | 7,666   |
| PIMCO FDS PAC INVT MGMT SER LOW             |         |
| 4,185 DURATION FD CL D                      | 43,988  |
| PIMCO FDS PAC INVT MGMT SER REAL ESTATE     |         |
| 38,728 REAL RET STR CL C                    | 166,920 |
| PIMCO FDS PAC INVT MGMT SER REAL ESTATE     |         |
| 569 REAL RET STRA CL A                      | 2,647   |

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| PIMCO FDS PAC INVT MGMT SER REAL<br>20,261 RETURN FD-CL D                  | 248,608   |
| PIMCO FDS PAC INVT MGMT SER<br>2,256 REALESTATEREALRETURN STRATEGY         | 11,098    |
| PIMCO FDS PAC INVT MGMT SER STOCKSPLUS<br>117 TOTAL RET FD CL D            | 1,033     |
| PIMCO FDS PAC INVT MGMT SER TOTAL RETURN<br>130,286 FD CL D                | 1,464,414 |
| 7,006 PIMCO FDS UNCONSTRAINED BD FD CL D                                   | 80,433    |
| 292 PIMCO FLOATING INCOME FUND CLASS D                                     | 2,616     |
| PIMCO FOREIGN BOND FUND CL D U.S.<br>2,707 DOLLAR-HEDGED                   | 29,206    |
| 2,984 PIMCO INCOME FUND CLASS D  | 36,880    |
| PIMCO INVESTMENT GRADE CORPORATE BOND<br>1,091 FUND CL D                   | 12,135    |
| PIMCO REALESTATE REAL RETURN STRATEGY<br>6,730 CLASS D                     | 31,363    |
| 2,571 PIMCO SMALL CAP STOCKSPLUS TR CLASS D                                | 20,410    |
| PIMCO TOTAL RETURN FUND ADMINISTRATIVE<br>2,987 SHS                        | 33,570    |
| 43,691 PIMCO TOTAL RETURN FUND INSTL CL                                    | 491,086   |
| 3,805 PIMCO TOTAL RETURN FUND-CL A   | 42,765    |
| 1,004 POLARIS GLOBAL VALUE FUND  | 15,291    |
| PRICE T ROWE GLOBAL TECHNOLOGY FUND INC<br>2,853 SHS BEN INT               | 28,871    |
| 141 PRICE T ROWE RETIREMENT FDS INC 2030 FD                                | 2,669     |
| PRICE T ROWE RETIREMENT FDS INC RETIREMNT<br>4,184 2025 FD ADVSR CL        | 54,679    |
| PRIMECAP ODYSSEY FDS AGGRESSIVE GROWTH<br>13,805 FD                        | 268,928   |
| 10,319 PRIMECAP ODYSSEY FDS GROWTH FD                                      | 178,938   |
| PROFESSIONALLY MANAGED PORT<br>92 DUNCAN-HURST CAN SLIM SELECT             | 1,155     |
| PROFESSIONALLY MANAGED PORT FD ASTERISK X CONSERVATIVE<br>192 UPGRADE FUND | 6,630     |
| PROFESSIONALLY MANAGED PORT FD ASTERISK X FLEXIBLE<br>328 INCOME FUND      | 10,373    |
| PROFESSIONALLY MANAGED PORT OSTERWEIS<br>2,219 STRATEGIC INCOME FD         | 25,849    |
| PROFESSIONALLY MANAGED PORTF HODGES<br>244 FUND                            | 5,542     |
| PROFESSIONALLY MANAGED PRTFL AKRE FOCUS<br>4,332 FD RETAIL CL              | 66,274    |
| 1,556 PROFUNDS BEAR INVS CL  | 23,820    |
| 49 PROFUNDS EUROPE 30 FUND INV CL  | 652       |
| PROFUNDS INC INVESTOR CL BIOTECHNOLOGY<br>340 ULTRASECTOR                  | 33,822    |
| PROFUNDS MUT FDS INV CL OILFIELD EQUIPT &<br>3,017 SVCS ULTRA              | 55,480    |
| 252  | 10,124    |

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| PROFUNDS OIL & GAS ULTRASECTOR INVESTOR CL    |         |
| PROFUNDS REAL ESTATE ULTRASECTOR              |         |
| 63 PROFUND INV CL                             | 1,768   |
| PROFUNDS RISING RATES OPPORTUNITY 10 INV      |         |
| 9,231 CL                                      | 159,794 |
| 3,520 PROFUNDS RISING RATES OPPORTUNITY INV   | 25,308  |
| 1,327 PROFUNDS RISING U S DOLLAR PROFUND INV  | 33,654  |
| PROFUNDS SHORT EMERGING MKTS PROFUND          |         |
| 11 INVS CL                                    | 110     |
| 4,138 PROFUNDS SHORT NASDAQ-100 INV CL        | 27,763  |
| PROFUNDS SHORT PRECIOUS METALS PROFUND        |         |
| 2,452 INVT CL                                 | 16,159  |
| PROFUNDS SHORT PRECIOUS METALS PROFUND        |         |
| 1,601 SVC CL                                  | 11,113  |
| 1,253 PROFUNDS SHORT REAL EST PROFUND INV CL  | 6,992   |
| PROFUNDS SVC CL BIOTECHNOLOGY                 |         |
| 29 ULTRASECTOR                                | 2,564   |
| 639 PROFUNDS TELECOMM ULTRASECTOR INV CL      | 10,810  |
| 9 PROFUNDS ULTRA SMALL/CAP INVSTR CL          | 187     |
| 1,038 PROFUNDS ULTRABEAR INVS CL              | 15,135  |
| 202 PROFUNDS ULTRAJAPAN INVESTOR CLASS        | 1,658   |
| 11 PROFUNDS ULTRALATIN AMER PROFUND INV CL    | 106     |
| 11 PROFUNDS ULTRASHORT CHINA PROFUND INV      | 47      |
| PROFUNDS ULTRASHORT DOW 30 FD INVESTOR        |         |
| 236 CL  | 3,437   |
| 3,384 PROFUNDS ULTRASHORT INTL PROFUND INVS   | 17,257  |
| PROFUNDS ULTRASHORT LATIN AMERICA INVS        |         |
| 11 CL   | 139     |
| 5,294 PROFUNDS ULTRASHORT SMALL-CAP FD INV CL | 37,272  |
| 900 PROFUNDS US GOVT PLUS INV CL              | 44,538  |
| PROVIDENT TR MUT FDS INC PROVIDENT TR         |         |
| 25,035 STRATEGY FD                            | 226,821 |
| PRUDENTIAL JENNISON HEALTH SCIENCES FUND      |         |
| 117 CLASS A                                   | 3,285   |
| PRUDENTIAL JENNISON NATURAL RESOURCES         |         |
| 515 FUND INC CLASS Z                          | 23,951  |
| PRUDENTIAL JENNISON SMALL COMPANY FUND        |         |
| 301 INC CLASS A                               | 6,753   |
| 178 PRUDENTIAL JENNISON UTILITY FUND CLASS A  | 2,129   |
| 297 PRUDENTIAL JENNISON UTILITY FUND CLASS C  | 3,533   |
| 1,965 PUTNAM EQUITY INCOME FD NEW CL Y        | 33,392  |
| 4,430 PUTNAM GLOBAL NAT RES FD CL C           | 80,403  |
| PUTNAM GLOBAL NATURAL RESOURCES               |         |
| 37 FUND-CL A                                  | 724     |
| RAINIER INVT MGMT MUT FDS MID CAP EQUITY      |         |
| 2,409 PORTFOLIO                               | 105,450 |
| 3,179 RBB FD INC SCHNEIDER VALUE FD CL PPP    | 43,677  |
| RBB FUND INC ROBECO BOSTON PRTNRS LONG        |         |
| 3,119 SHORT EQI INVT SHS                      | 59,724  |
| 1,226   | 22,824  |

RBB FUND INC SCHNEIDER SMALL CAP VALUE  
FD

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| 5,139 RBC MICRO CAP VALUE FUND CLASS I                     | 99,539  |
| 601 REYNOLDS BLUE CHIP GROWTH FUND                         | 34,680  |
| 1,790 RIDGEWORTH FDS SMALL CAP VALUE EQUITY FD CL C        | 23,217  |
| 500 RIVERPARK FDS TR SHORT TERM HIGH YIELD FD RETAIL CL    | 4,980   |
| 1,860 ROWE T PRICE CAPITAL APPRECIATION FD ADVISOR CLASS   | 41,130  |
| 117 ROWE T PRICE DIVID GROWTH FD INC ADVISOR CL            | 3,087   |
| 1,368 ROWE T PRICE INFLATION PROTECTED BOND FUND INC       | 18,465  |
| 1,892 ROWE T PRICE INTL FDS INC GLOBAL INFRASTRUCTURE FD   | 20,334  |
| 2,136 ROWE T PRICE INTL INDEX FD INC INTL EQUITY INDEX FD  | 24,627  |
| 118 ROWE T PRICE NEW AMER GROWTH ADVISOR CL                | 4,174   |
| 3,363 ROWE T PRICE NEW INCOME FD ADVISOR CL                | 33,058  |
| 935 ROWE T PRICE REAL ESTATE FD ADVISOR CLASS              | 19,836  |
| 191 ROYCE FD INTL SMALLER-COS FD SVC CL                    | 2,158   |
| 831 ROYCE FD PREMIER FD SERVICE CL                         | 15,695  |
| 2,668 ROYCE FD SPECIAL EQUITY FD                           | 56,383  |
| 1,117 ROYCE FUND LOW PRICED STOCK SERVICE                  | 15,465  |
| 995 ROYCE FUND MICRO-CAP FUND                              | 14,712  |
| 368 ROYCE FUND PREMIER SERIES                              | 7,056   |
| 1,053 ROYCE FUND ROYCE OPPORTUNITY FUND                    | 12,587  |
| 1,152 ROYCE FUND VALUE FD SERVICE CL                       | 13,069  |
| 15,577 ROYCE FUND VALUE PLUS FUND SERVICE CL               | 215,427 |
| 7,336 ROYCE FUND-PENNSYLVANIA MUTUAL FUND INVESTMENT CL    | 84,360  |
| 2,046 ROYCE GLOBAL VALUE FUND SVC CL                       | 26,552  |
| 1,888 RUSSELL COMMODITY STRATEGIES FUND CL S               | 17,577  |
| 4,365 RYDEX DYNAMIC FDS INVERSE DOW 2X STRATEGY CL C       | 41,728  |
| 90 RYDEX DYNAMIC FDS INVERSE DOW 2X STRATEGY CL H          | 916     |
| 1,190 RYDEX DYNAMIC FDS INVERSE S&P 500 2X STRAT CL H      | 10,946  |
| 345 RYDEX DYNAMIC FDS NASDAQ-100 2X STRATEGY CL H          | 53,225  |
| 123 RYDEX SER FDS COMMODITIES STRATEGY FD CL A             | 1,912   |
| 8,819 RYDEX SER FDS INV RUSSELL 2000 2X STRAT CL C         | 127,962 |
| 86 RYDEX SER FDS RUSSELL 2000 2X STRATEGY CL H             | 14,335  |
| 119 RYDEX SER TR UTILITIES FD INVESTOR CL                  | 3,443   |
| 1 RYDEX SERIES FDS GOVT LG BOND 1.2X STRAT CL ADV          | 9       |
| 963 RYDEX SERIES FDS INVERSE GVT LG BD STRAT CL INV        | 8,191   |
| 16,791 RYDEX SERIES FDS INVERSE S&P 500 STRAT CL INV       | 392,580 |
| 479 RYDEX SERIES FDS INVR S RUSSELL 2000 STRAT CL H        | 7,834   |
| 160 RYDEX SERIES TRUST BASIC MATERIALS FUND INV CL         | 8,095   |
| 1,005 RYDEX SERIES TRUST BIOTECHNOLOGY FUND INV CL         | 41,619  |
| 1,173 RYDEX SERIES TRUST PRECIOUS METALS FUND              | 72,399  |
| 148 RYDEX SERIES TRUST TELECOMMUNICATIONS FUND INV CL      | 1,933   |
| 19 SARATOGA HEALTH AND BIOTECHNOLOGY CLASS A               | 405     |
| 133 SATUIT CAP MGMT TR MICRO CAP FD CL A                   | 4,148   |
| 51,562 SATURNA INVESTMENT TRUST SEXTANT INTERNATIONAL FUND | 786,842 |
| SCHWAB CAP TR LAUDUS INTL MARKET MASTERS FUND INV          |         |
| 202 CLASS  | 4,015   |
| 505 SCHWARTZ INVT TR AVE MARIA GROWTH FD                   | 11,975  |
| 2,165 SCHWARTZ INVT TR AVE MARIA RISING DIVIDEND FD        | 29,208  |
| 1,084 SCHWARTZ INVT TR AVE MARIA SMALL CAP FD              | 12,342  |
| 6,004 SCOUT FDS CORE BD FD INSTL CL                        | 70,008  |
| 1,757 SCOUT FDS INTERNATIONAL FD                           | 58,593  |

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| 2,280 SCOUT FDS MID CAP FD                               | 31,173  |
| 907 SELECTED AMERICAN SHARE INC CL D                     | 37,822  |
| 945 SELECTED AMERICAN SHARES INC                         | 39,424  |
| 266 SENTINEL GROUP FDS INC INTERNATIONAL EQUITY CL A     | 4,392   |
| 400 SMALLCAP WORLD FUND INC CL C                         | 14,934  |
| 146 SMALLCAP WORLD FUND INC CL F1                        | 5,777   |
| 316 SSGA FUNDS EMERGING MARKETS FUND                     | 6,561   |
| 634 SSGA FUNDS INTERMEDIATE FUND                         | 6,046   |
| 1,461 SSGA FUNDS INTL STK SELECTION FUND                 | 13,500  |
| 75 SSGA FUNDS TUCKERMAN ACTIVE REIT                      | 965     |
| 1,133 STRATTON FDS INC-SMALL CAP YIELD FD                | 62,762  |
| 35 SUNAMERICA SPECIALTY SER FOCUSED ALPHA GROWTH FD CL A | 657     |
| 64,958 SYMONS VALUE INSTITUTIONAL FUND                   | 703,496 |
| 17,354 T ROWE PRICE BLUE CHIP GROWTH FUND INC            | 791,885 |
| 216 T ROWE PRICE BLUE CHIP GROWTH FUND INC ADVISOR CL    | 9,827   |
| 14,619 T ROWE PRICE CAPITAL APPRECIATION FUND-SBI        | 325,267 |

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| 160 T ROWE PRICE DIVIDEND GROWTH FUND INC                    | 4,214     |
| 199 T ROWE PRICE EQUITY INCOME FUND ADVISOR CL               | 5,259     |
| 12,829 T ROWE PRICE EQUITY INCOME FUND-SBI                   | 339,322   |
| 634 T ROWE PRICE FINANCIAL SERVICES FUND INC                 | 9,479     |
| 2,439 T ROWE PRICE GLOBAL REAL ESTATE FD INC                 | 43,946    |
| 57 T ROWE PRICE GLOBAL REAL ESTATE FD INC ADVISOR CL         | 1,020     |
| 425 T ROWE PRICE GROWTH STK FD INC GROWTH STK FD ADV CL      | 15,888    |
| 3,518 T ROWE PRICE GROWTH STOCK FUND INC                     | 132,923   |
| 1,190 T ROWE PRICE HEALTH SCIENCES FUND INC                  | 49,044    |
| 10,961 T ROWE PRICE HIGH YIELD FUND INC                      | 76,505    |
| T ROWE PRICE INTL FDS INC EMERGING EUROPE                    |           |
| 137 MEDITERRANEAN  | 2,671     |
| 9,573 T ROWE PRICE INTL FUNDS INC EMERGING MARKETS BOND FUND | 136,133   |
| T ROWE PRICE INTL FUNDS INC EMERGING MARKETS STOCK           |           |
| 2,852 FUND   | 97,138    |
| 2,299 T ROWE PRICE INTL FUNDS INC GLOBAL STOCK FUND          | 42,042    |
| 18,974 T ROWE PRICE INTL FUNDS INC INTERNATIONAL BOND FUND   | 191,638   |
| T ROWE PRICE INTL FUNDS INC INTERNATIONAL DISCOVERY          |           |
| 3,212 FUND   | 148,095   |
| 7,268 T ROWE PRICE INTL FUNDS INC LATIN AMERICA FUND         | 276,471   |
| 2,370 T ROWE PRICE INTL FUNDS INC NEW ASIA FUND              | 39,838    |
| 890 T ROWE PRICE MEDIA & TELECOMMUNICATIONS FUND INC         | 47,437    |
| 475 T ROWE PRICE MID CAP GROWTH FUND INC ADVISOR CL          | 26,288    |
| 661 T ROWE PRICE MID-CAP GROWTH FUND INC                     | 37,301    |
| 589 T ROWE PRICE NEW AMERICA GROWTH FUND-SBI                 | 21,155    |
| 3,074 T ROWE PRICE NEW ERA FUND INC                          | 128,839   |
| 41,423 T ROWE PRICE NEW HORIZONS FUND INC                    | 1,373,990 |
| 863 T ROWE PRICE REAL ESTATE FUND INC                        | 18,142    |
| 4,250 T ROWE PRICE SHORT TERM BOND FUND INC                  | 20,611    |
| 1,069 T ROWE PRICE SMALL CAPITAL VALUE FUND INC              | 41,886    |
| 678 TANAKA FUNDS INC GROWTH FUND CL R                        | 9,474     |
| 9,423 TARGET PORTFOLIO TR MTG BACKED SECS PORTFOLIO          | 101,576   |
| 3,006 TARGET PORTFOLIO TR TOTAL RETURN BD PORTFOLIO          | 34,121    |
| 2,750 TCW FDS INC CORE FIXED INCOME FD CL N                  | 30,880    |
| 8,291 TCW FDS INC EMERGING MKTS INCOME FD CL N               | 99,653    |
| 3,157 TCW FDS INC INTL SMALL CAP FD CL I                     | 23,711    |
| 592 TCW FDS INC TOTAL RETURN BOND FD CL N                    | 6,292     |
| 4,960 TEMPLETON FOREIGN FD CL A                              | 34,073    |
| 9,439 TEMPLETON GLOBAL BOND FD CL A                          | 126,291   |
| 570 TEMPLETON GROWTH FUND INC CL R                           | 10,986    |
| 4,031 THIRD AVENUE INTL VALUE FD INSTL CLASS                 | 68,363    |
| 2,722 THIRD AVENUE VALUE FUND INSTL CLASS                    | 135,655   |
| 213 THOMPSON BOND FUND                                       | 2,529     |
| 2,623 THORNBURG INTL VALUE FUND CL I                         | 73,692    |
| 610 THORNBURG INVT TR INTL VALUE FD CL C                     | 15,689    |
| 258 THORNBURG INVT TRUST VALUE FUND CL A                     | 8,377     |
| 216 TIAA CREF INSTL MUT FDS LARGE CAP VALUE BOND RETAIL      | 2,977     |
| 1,590 TIAA CREF INSTL MUT FDS MID CAP VALUE FD RETAIL CL     | 28,954    |
| 437 TIAA CREF INSTL MUT FDS REAL ESTATE SECS FD RETAIL CL    | 5,443     |
| 5,515 TIAA CREF MUT FDS INTL EQUITY FD RETAIL CL             | 36,400    |

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| 5,336 TOCQUEVILLE GOLD FUND                                | 339,346 |
| 2,399 TOCQUEVILLE TR DELAFIELD FD                          | 73,268  |
| 6,116 TOUCHSTONE SANDS CAPITAL SELECT GROWTH FUND CL Z     | 76,570  |
| 2,428 TOUCHSTONE ULTRA SHORT DURATION FIXED INCOME FD CL Y | 23,167  |
| 153 TURNER FUNDS SMALL CAP GROWTH FUND INV CL              | 5,152   |
| 1,239 TURNER SPECTRUM FUND INVESTOR CL                     | 13,368  |
| 2,067 TWEEDY BROWNE FUND INC GLOBAL VALUE FUND             | 48,045  |
| 975 U S GLOBAL INVESTORS EASTERN EUROPEAN FUND             | 9,008   |
| 11,194 U S GLOBAL INVESTORS GOLD AND PRECIOUS METALS FUND  | 131,871 |
| 1,497 UNIFIED SER TR APPLESEED FD                          | 19,168  |
| 12,219 UNIFIED SER TR SOUND MIND INVESTING FD              | 137,590 |
| 2,097 US GLOBAL INVESTORS CHINA REGION FUND                | 15,960  |
| 1,005 US GLOBAL INVESTORS GLOBAL EMERGING MARKETS FUND     | 7,355   |
| 20,356 US GLOBAL INVESTORS GLOBAL RESOURCES FUND           | 199,285 |
| 6,171 US GLOBAL INVESTORS WORLD PRECIOUS MINERALS FUND     | 72,195  |
| 137 VALUE LINE ASSET ALLOCATION FUND INC                   | 3,156   |
| 637 VALUE LINE INCOME FUND INC                             | 5,522   |
| 485 VALUE LINE PREMIER GROWTH FD INC                       | 13,980  |



|  |         |
|--|---------|
| VALUE LINE US GOVERNMENT SECURITIES                      |         |
| 714 FUND INC   | 8,492   |
| 3,076 VAN ECK EMERGING MARKETS CLASS C                   | 37,255  |
| 83 VAN ECK FDS GLOBAL HARD CL A                          | 3,638   |
| 902 VAN ECK FDS INTL INVS FD A                           | 15,157  |
| 238 VAN ECK FDS INTL INVS GD C                           | 3,673   |
| 1,174 VANGUARD 500 INDEX FUND INVESTOR SHARES            | 154,231 |
| VANGUARD BD INDEX FDS MID CAP GRWTH                      |         |
| 372 INDEX FD ADMIRAL                                     | 10,994  |
| VANGUARD BD INDEX FDS MID CAP VALUE                      |         |
| 360 INDEX FD ADMIRAL                                     | 10,955  |
| VANGUARD BD INDEX FDS SMALL CAP VALUE                    |         |
| 1,300 IDX FD ADMIRAL                                     | 40,550  |
| VANGUARD BOND INDEX FUND INC INTERMEDIATE TERM           |         |
| 7,285 PORTFOLIO FD                                       | 87,125  |
| VANGUARD BOND INDEX FUND INC SHORT                       |         |
| 13,454 TERM PORTFOLIO                                    | 143,015 |
| VANGUARD BOND INDEX FUND INC TOTAL                       |         |
| 15,124 BOND MARKET PORTFOLIO                             | 167,720 |
| VANGUARD CHESTER FDS TARGET                              |         |
| 2,642 RETIREMENT 2015 FD                                 | 35,349  |
| VANGUARD CHESTER FDS TARGET                              |         |
| 18,396 RETIREMENT 2025 FD                                | 250,000 |
| VANGUARD CONVERTIBLE SECURITIES                          |         |
| 2,628 FUND-SBI   | 33,267  |
| 8,311 VANGUARD DIVIDEND GROWTH FUND                      | 138,303 |
| VANGUARD EMERGING MARKETS STOCK INDEX                    |         |
| 2,348 FUND   | 65,773  |
| VANGUARD FIXED INC SECS FD INC SHORT                     |         |
| 20,887 TERM INVT GRADE FUND                              | 226,209 |
| VANGUARD FIXED INCOME SECS FD INC-HIGH                   |         |
| 6,200 YIELD CORP PORTFOL                                 | 37,881  |
| VANGUARD FIXED INCOME SECS FD INC-LONG TERM U S TREASURY |         |
| 2,473 PORTFOLIO  | 32,317  |
| VANGUARD FIXED INCOME SECS INTER TERM                    |         |
| 21,098 INVT GRADE INV CL                                 | 217,728 |
| VANGUARD FIXED INCOME SECS INVT GRADE                    |         |
| 775 BD PORTFOLIO   | 8,407   |
| 34,905 VANGUARD GNMA FUND                                | 380,815 |
| VANGUARD HORIZON FD INC GLOBAL EQUITY                    |         |
| 887 PORTFOLIO  | 16,569  |
| VANGUARD INDEX FD MID CAP INDEX FD                       |         |
| 905 SIGNAL SHS   | 29,124  |
| VANGUARD INDEX FDS VALUE INDEX FD                        |         |
| 2,583 SIGNAL SHS   | 61,634  |
| VANGUARD INDEX TR MID CAP GROWTH INDEX                   |         |
| 480 INV SHS  | 12,957  |
| VANGUARD INDEX TRUST MID CAPITALIZATION                  |         |
| 42,997 STK PORT  | 966,151 |
| 2,449  | 61,308  |

|   |                    |
|---|--------------------|
| VANGUARD INDEX TRUST SMALL<br>CAPITLZATION GROWTH   |                    |
| VANGUARD INDEX TRUST SMALL<br>2,219 CAPITLZATION VALUE STK  | 38,608             |
| VANGUARD INDEX TRUST TOTAL STOCK<br>5,660 MARKET PORTFOLIO  | 201,710            |
| VANGUARD INDEX TRUST-SMALL<br>3,616 CAPITALIZATION STOCK FUND                                     | 140,093            |
| 21,339 VANGUARD INFL-PROTECTED SECS<br>VANGUARD INTERNATIONAL GROWTH<br>364 PORTFOLIO             | 310,050<br>7,009   |
| VANGUARD INTERNATIONAL VALUE<br>278 PORTFOLIO   | 8,664              |
| VANGUARD INTL EQTY INDX FDS GBL EX-US<br>936 REAL ESTATE IDX INV                                  | 20,345             |
| VANGUARD INTL EQUITY INDEX FUND<br>446 INC-EUROPEAN PORTFOLIO                                     | 11,590             |
| VANGUARD INTL EQUITY INDEX FUND<br>1,119 INC-PACIFIC PORTFOLIO                                    | 11,343             |
| 5,750 VANGUARD LARGE CAP INDEX FD<br>VANGUARD OHIO TAX FREE FUND MONEY<br>65,165 MARKET PORTFOLIO | 151,345<br>65,165  |
| VANGUARD SPECIALIZED PORT ENERGY FD<br>966 ADMIRAL CLASS  | 107,400            |
| VANGUARD SPECIALIZED PORTFOLIOS METALS<br>& MINING FD<br>1,268                                    | 20,222             |
| VANGUARD SPECIALIZED PORTFOLIOS-ENERGY<br>4,004 PORTFOLIO   | 237,088            |
| VANGUARD SPECIALIZED PORTFOLIOS-HEALTH<br>987 CARE  | 141,410            |
| VANGUARD SPECIALIZED PORTFOLIOS-REIT<br>5,726 INDEX PORTFOL                                       | 125,107            |
| VANGUARD SPECIALIZED PTFL DIV APPR IDX FD<br>584 INVESTOR CL                                      | 13,900             |
| 60 VANGUARD STAR FUND STAR PORTFOLIO<br>2,905 VANGUARD TOTAL INTL STOCK INDEX FUND                | 1,239<br>43,518    |
| 6,672 VANGUARD WELLESLEY INCOME FUND INC<br>3,194 VANGUARD WELLINGTON FD INC                      | 160,852<br>108,069 |
| VANGUARD WHITEHALL FDS HIGH DIVIDEND<br>7,752 YIELD INV SHS                                       | 151,476            |
| VANGUARD WINDSOR FUND INC VANGUARD<br>1,342 WINDSOR II PORTFOLIO                                  | 39,439             |
| VIRTUS FOREIGN OPPORTUNITIES FUND CLASS<br>909 A  | 23,727             |
| 791 WALTHAUSEN FDS SMALL CAP VALUE FD<br>WASATCH ADVISORS FUNDS INC CORE GROWTH<br>700 FUND       | 14,975<br>30,170   |
| WASATCH ADVISORS FUNDS INC HOISINGTON U<br>255 S TREASURY FUND                                    | 4,601              |
| WASATCH ADVISORS FUNDS INC SMALL CAP<br>468 GROWTH FUND   | 19,326             |

|  |         |
|--|---------|
| WASATCH ADVISORS FUNDS INC ULTRA           |         |
| 91 GROWTH FUND                             | 1,798   |
| 6,828 WASATCH FDS INC 1ST SOURCE INCOME FD | 70,938  |
| WASATCH FDS INC EMERGING MKTS SMALL        |         |
| 40,486CAP FD                               | 113,766 |
| 2,509 WASATCH FDS INC INTL GROWTH FD       | 59,098  |
| 5,857 WASATCH FDS INC LARGE CAP VALUE FUND | 83,348  |
| 3,815 WASATCH FDS INC LONG/SHORT FD        | 53,148  |
| 1,476 WASATCH WORLD INNOVATORS FD          | 27,340  |
| 765 WEITZ FDS HICKORY FD                   | 35,095  |

|   |    |               |
|---|----|---------------|
| 2,309 WEITZ FDS SHORT INTERMEDIATE INCOME FD  |    | 29,088        |
| 3,302 WEITZ PARTNERS III OPPORTUNITY FD   |    | 41,608        |
| 671 WELLS FARGO ADVANTAGE ASIA PACIFIC FUND INV CL  |    | 6,979         |
| WELLS FARGO ADVANTAGE FDS EMERGING MRKTS EQUITY FD  |    |               |
| 978 CL C  |    | 18,087        |
| WELLS FARGO ADVANTAGE FDS INTRNSIC WORLD EQI FD ADMIN   |    |               |
| 403 CL  |    | 7,417         |
| 38 WELLS FARGO ADVANTAGE FDS PRECIOUS METALS FD CL A  |    | 2,452         |
| WELLS FARGO ADVANTAGE FDS ULTR SHT TRM MUN INC FD INV   |    |               |
| 2,075 CL  |    | 10,021        |
| 34,789 WELLS FARGO ADVANTAGE GROWTH FUND ADMIN CL   |    | 1,456,265     |
| 2,167 WELLS FARGO ADVANTAGE GROWTH FUND INV CL  |    | 86,160        |
| 151 WELLS FARGO SHORT TERM HIGH YIELD BD FD CL A  |    | 1,249         |
| 3,920 WELLS FARGO SHORT TERM HIGH YIELD BOND FUND INV CL  |    | 32,537        |
| 2,145 WESTCORE INTERNATIONAL SMALL-CAP FUND   |    | 38,490        |
| 14,678 WESTCORE PLUS BOND FUND INSTL SHS  |    | 164,978       |
| 954 WESTCORE TR SELECT FD   |    | 15,836        |
| 602 WESTCORE TRUST FLEXIBLE INCOME FUND   |    | 5,386         |
| 3,380 WESTERN ASSET CORE PLUS BOND FD CLASS I   |    | 39,441        |
| 2,543 WESTPORT FUND-CL R  |    | 66,351        |
| 1,148 WILLIAM BLAIR SMALL CAP VALUE FUND CL N   |    | 15,675        |
| 2,199 WINTERGREEN FD INC  |    | 33,202        |
| WORLD FDS INC NEW REMS REAL STATE VALUE OPPTY FD  |    |               |
| 184 PLATFORM  |    | 2,597         |
| 401 WORLD FUNDS INC NEW TOREADOR INTL FD CL A   |    | 5,554         |
| Total Registered Investment Companies   | \$ | 109,253,314   |
| Notes Receivable From Participants (interest rate ranging from 4.25% through 10.5% maturing through October 2027) | \$ | 79,060,932    |
| Net Assets Pending Settlement   | \$ | (414,689)     |
| TOTAL NET ASSETS  | \$ | 3,330,391,964 |

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN  
SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN YEAR)

| Assets Acquired and Disposed  | Number of<br>Shares/Units | Fair Value    |
|---|---------------------------|---------------|
| American Electric Power Company, Inc. Common Stock \$6.50 par value (a) |                           |               |
| Acquired  | 724,398 Shares            | \$ 29,434,815 |
| Disposed  | 1,006,757 Shares          | 41,808,958    |

(a) Transactions are recorded on the trade date.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN  
FORM 5500 SCHEDULE H, PART IV, LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS  
FOR THE YEAR ENDED DECEMBER 31, 2012

| Single Reportable<br>Transactions                  | Transaction<br>Count | Purchases        |             | Sales       |      | Gain (Loss) |
|--|----------------------|------------------|-------------|-------------|------|-------------|
|  |                      | Price(a)         | Proceeds(a) | Costs       |      |             |
| JPMORGAN US TREAS<br>PLUS MMKT FUND INST<br>SHARES |                      | \$ 760,020,845   | \$ -        | \$ -        | \$ - | -           |
| JPMORGAN US TREAS<br>PLUS MMKT FUND INST<br>SHARES |                      | -                | 756,436,421 | 756,436,421 |      | -           |
| PRUDENTIAL 63077<br>RATE 1.45                      |                      | 223,000,000      | -           | -           |      | -           |
| ING 60378 RATE 1.55                                |                      | 264,000,000      | -           | -           |      | -           |
| <b>Series of Reportable<br/>Transactions</b>       |                      |                  |             |             |      |             |
| JPMORGAN US TREAS<br>PLUS MMKT FUND INST<br>SHARES | 220                  | \$ 1,063,380,565 | \$ -        | \$ -        | \$ - | -           |
| JPMORGAN US TREAS<br>PLUS MMKT FUND INST<br>SHARES | 195                  | -                | 953,920,586 | 953,920,586 |      | -           |
| PRUDENTIAL 63077<br>RATE 1.45                      | 9                    | 224,437,863      | -           | -           |      | -           |
| ING 60378 RATE 1.55                                | 19                   | 265,852,717      | -           | -           |      | -           |
| ING 60378 RATE 1.55                                | 7                    | -                | 35,001,064  | 35,001,064  |      | -           |

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN  
SCHEDULE OF NONEXEMPT TRANSACTION

Party Involved: James K. Johnson

Relationship to Plan,  
employer or other  
party-in-interest: Employee of employer/Plan Sponsor

Transaction: Participant loan

Date of Loan: April 9, 2008

Amount of Loan: \$21,000

Annual Interest Rate: 6.25%

Term of Loan: 5 years

Collateral: Fifty percent (50%) of the Borrower's Savings Plan account

Reason Transaction is Nonexempt: Exemption under ERISA 408(b)(1) requires, among other things, that the loan be made in accordance with specific plan provisions. The Plan specifically required that the maximum participant loan (when added to the outstanding balance of all other loans to such participant) be limited to \$50,000, less the excess, if any, of the participant's highest outstanding loan balance in the past 12 months. When the plan issued the subject loan to Mr. Johnson on April 9, 2008, in the amount of \$21,000, his highest outstanding loan balance in the preceding 12 months was approximately \$32,500. The \$21,000 loan, when aggregated with the aforementioned loan of approximately \$32,500, resulted in the loan not being made in accordance with the specific provisions of the Plan and therefore did not fall within the exemption set forth in ERISA Section 408(b)(1). By December 31, 2012 the Company completed the steps to remediate the prohibited transaction as relates to the participant, but had not completed the steps to fully remediate the prohibited transaction as relates to the interested government agencies.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN  
EXHIBIT INDEX

| Exhibit<br>Number | Description  |
|-------------------|--|
| 23                | Consent of Independent Registered Public Accounting Firm |

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